

ANNUAL REPORT

2025



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Key financials

11.2 MNOK

Operating income
2025

-20.6 MNOK

Result 2025

-13.7 MNOK

Net cash flow 2025

15.8 MNOK

Cash and cash equivalents
at 31 December 2025

Banja dam, Albania, 2 MWp

A **bold** solution to our global energy needs

Inspired by nature, our patented technology is based on solar modules mounted on hydro-elastic membranes and offers cost and performance benefits not seen in any other floating PV system today.

With offices in Oslo, Singapore and Shanghai, Ocean Sun is embarking on its vision to become the world's leading technology provider of floating solar.

Our values



Responsible

We develop sustainable solutions in harmony with nature



Innovative

We are committed to continuous improvements to our solutions



Simplicity

We create value by working smart and following the highest quality standards



Supportive

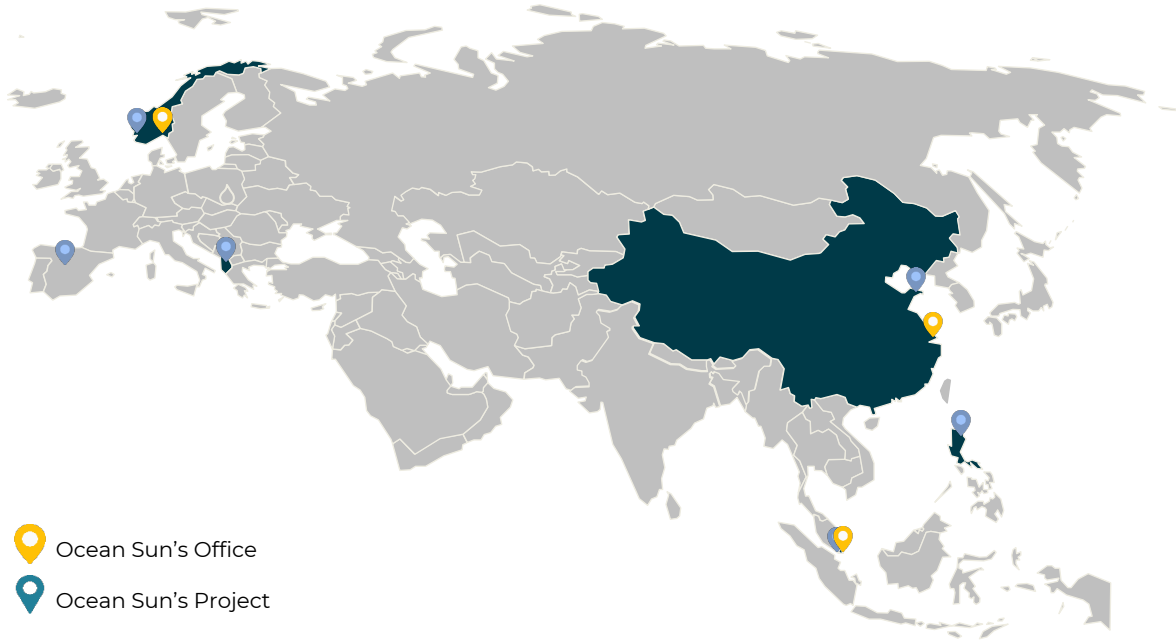
We bring out the best in each other, as a team and among our partners

OCEAN SUN IN BRIEF

Ocean Sun is a technology provider, offering licence agreements to developers and independent power producers worldwide. Our technology offers the lowest levelized cost of energy of any FPV solution available, thanks to the lean design and the cooling effect from the water which increases the power output from the solar modules.

Working towards a renewable energy future, we have installed ten demonstration systems on two continents. Since its foundation, Ocean Sun has been working towards its vision to be a world leading technology provider of floating solar.

11	15	6.2	2.9
EMPLOYEES in 3 offices	PROJECTS In 7 countries	MWp Installed capacity	MWp Backlog



Key investment highlights



Category-defining, unique floating solar technology

Proprietary, patented membrane-based floating solar platform offering the lowest Levelized Cost of Energy (LCOE¹) due to low material use and direct water cooling. Inspired by Norwegian aquaculture design, the system offers superior performance in exposed environments, enabling floating solar deployment beyond sheltered reservoirs, opening the market for expansion in hydropower reservoirs and coastal locations.



Asset-light, scalable business model with attractive unit economics

Low capex and modular design support competitive LCOE and rapid deployment. The commercial model, centered on technology delivery and licensing and integrated with structured, scalable methodology, enables capital-light growth, high operating leverage, and scalability through partners.



Commercially proven concept with reputable industrial and energy partners

Technology validated through a diversified portfolio of reference projects across Europe, Asia and the Americas, including collaborations with leading counterparties. References span reservoirs, near-shore and offshore environments, demonstrating versatility across multiple end-markets.



Growing global pipeline driven by proven reference projects and market maturity

A solid track record of demonstration projects has de-risked the technology, while increasing market acceptance is converting maturity into a growing international pipeline and readiness for commercial ramp-up.



Highly experienced, execution-ready management team with industrial credibility

Management and board combine expertise from renewable energy, maritime engineering, project development and listed-company execution, with a demonstrated ability to partner with global industrial players and advance novel technology from pilot stage toward commercial scale.

The need for floating PV

According to the International Energy Agency (IEA) “solar PV is becoming the lowest-cost option for new electricity generation in most of the world”. The IEA also forecasts that we will need 5,000 GWp of installed solar capacity by 2030 of installed solar capacity to reach the Net Zero Goals. This would require extensive areas of land, equivalent to almost 15 million football pitches. Finding suitable deployment space, close to existing grid and energy consumption is therefore an increasing problem for developers around the world.

On the other hand, water covers 71 per cent of our planet’s surface, and a majority of the world’s densely populated areas, the electricity demand centres, are located close to water.

By utilising these water assets, floating PV can facilitate a new era of large-scale solar power generation.

Studies indicate that covering only 10 per cent of the world’s hydropower reservoirs with floating solar would produce 4,000 GWp of solar capacity.

Co-locating with hydropower also enables the use of existing grid infrastructure, thus reducing the overall investment cost. Adding natural lakes, rivers and the ocean to this, the potential for floating solar becomes unlimited.

However, to unlock the full potential of floating solar, the industry needs a technology that is both cheaper and more reliable, in order to reduce the investment gap between floating solar and ground-mounted PV.

Ocean Sun’s solution has this potential and offers increased robustness and lower cost, bringing CAPEX closer to that of ground-mounted PV.

Ocean Sun’s Value proposition – The world’s best FPV system

- Low CAPEX
 - Lowest material use
 - Fast and easy installation
 - Lean transportation
- High efficiency – water cooled
- Seaworthy

Benefits of FPV

- Reduced land use
- Co-sitting benefits with hydro and wind
- Production closer to consumption
- Aqua culture benefits
- Reduced evaporation

Strategy

Ocean Sun is a technology provider, licensing its patented technology to developers and EPCs. This business model facilitates rapid scalability, reduces project risk and enables the company to remain asset-light.

The company's main revenue will come from licence fees payable per Watt peak installed, in addition to engineering fees.

Ocean Sun targets utility-scale projects, collaborating globally with EPCs and developers with a local presence.

Our strategic priorities

1. Increase revenue through profitable projects and focus on the Tier 2 markets
2. Focused technology improvement to enhance competitiveness and durability
3. Establish project execution excellence and enable high performance standards

Tier I

Lakes, small reservoirs and ponds
Max wave height: 1-2m



Tier II

Large reservoirs, sheltered nearshore
Max wave height: 4 m



Tier III

Offshore, exposed nearshore
Max wave height: >4 m



Mature, commoditized market

- » ~95% of current FPV installations globally
- » Dominated by pontoon-based technology

Rapidly emerging segment

- » Fundamentally underserved as pontoon technology cannot operate the segment

Not commercially viable today

- » Only few high-cost R&D concepts exist

Ocean Sun position

- » Continuously improving the system to reduce CAPEX and capture more market share

- » Primary commercial focus
- » Only relevant and tested technology in this segment
- » Demonstrated through real projects
- » Verified by BV Type Certificate and DNV

- » Conducting R&D
- » Not pursuing commercially at this stage

Our climate benefits

RENEWABLE ENERGY

Ocean Sun offers a technology that provides affordable renewable energy with minimal impact on the environment

NO LAND USE

Not using land resources prevents deforestation and avoids conflicts with agriculture and urbanisation, while reducing grid connection cost and power losses

MORE POWER OUTPUT

Water cooling of the solar panels enables up to 10% more power production with the same materials

WATER RESOURCE MANAGEMENT

The system reduces evaporation, underwater sunlight exposure and mitigates algae growth challenges

LESS MATERIALS

Ocean Sun uses up to 65% less plastic, 90% less aluminium and 50% less copper compared to other FPV solutions

LEAN TRANSPORTATION

Material efficiency and dense packaging of membrane results in ~10x lower packaging volume than for pontoon-based FPV systems.

Climate **impact** potential

A 10 MWp Ocean Sun FPV plant in SEA would:

Save 15 700 tonnes of CO₂ per year

That is equivalent to the emissions from the cars in a medium sized city for a whole year

~ 3 400 Cars



Save 30 hectares of land

No need to take up valuable land or contribute to deforestation. This is the equivalent of:

~ 40 football pitches



Source: <https://www.irena.org/Data/View-data-by-topic/Climate-Change/Avoided-Emissions-Calculator>



Sierra Brava dam, Spain, 250 kWp

Letter from the CEO

Dear shareholders, partners, and colleagues,

2025 has been a year of significant transition for Ocean Sun, technically, organizationally, and financially. The year has reminded us that progress does not always follow a straight line. While we have secured fewer new contracts than what we planned for, we have taken decisive steps that strengthen the company, refine our technology, and position us for the next phase of growth.

The highlight of the year was unquestionably the launch of the Soneva Secret project in the Maldives. This installation does more than demonstrate our technology. It is eco-tourism at its best, displayed in a worldclass resort environment, cutting diesel consumption by up to 90% and reducing over 2000 tons of CO2 annually. It combines engineering robustness with a nearshore aesthetic that fits seamlessly into a highly sensitive marine environment, enabling domestic, clean energy production.

The installation was built on years of iteration and learning, including improvements carried forward from earlier projects in La Palma, Albania, and China. Featured as part of Soneva Secret's high end sustainability concept has given us global visibility, and the strong reception we have received from the market confirms our belief that premium sites can accelerate broader commercial adoption.

2025 was also a year of strengthening the company's foundation. In December, we successfully completed a capital raise towards existing shareholders, at a premium of 78%. I see this as a testament of trust and strong belief in our company by some of our largest shareholders.

Further, Ole-Jørgen Myrtrøen, was appointed our new Chief Product Officer. This addition has already brought sharper structure to our product roadmap, reinforced our focus on engineering excellence, and accelerated several technical initiatives that will be central to our 2026–2027 strategy. The CPO's mandate is to tighten productization, ensure manufacturability at scale, and shorten deployment cycles. This aligns fully with what we have heard consistently from both partners and customers in 2025.

Technically, this has been one of our most important years. We have consolidated learnings across regions, updated our membrane specifications, advanced our mooring and anchoring concepts, and incorporated the insights from stress events in earlier demonstration sites. Several of these upgrades have already been implemented at Soneva Secret, and will form the backbone of the next generation design that will go to market in 2026.

While we acknowledge that 2025 did not bring the volume of new contracts we targeted, the strategic groundwork laid this year has significantly improved our position.

The global floating solar market continues to develop unevenly, with regulatory environments and permitting frameworks varying widely. Many of the projects in our earlier pipeline are still moving, but often at a slower pace than any of us prefer. At the same time, the combination of our strengthened technology, enhanced organization, and the commercial signal sent by the Soneva Secret project gives us a stronger platform for 2026 than we had entering 2025.

Looking ahead, our main goal stays the same: to provide a product that is technically strong, economically attractive, and easy to scale up. We are building deeper relationships with developers and energy companies who share our long-term vision. We also continue to prove, through real-world installations, why Ocean Sun's technology stands out for both near-shore and inland water environments.

I want to thank our employees, partners, Board, and shareholders for their commitment through the year. The confidence you have shown in our technology, in our strategy, and in our long-term potential is much appreciated. With the steps we have taken in 2025, we enter 2026 with renewed strength, clearer priorities, and a firm belief that Ocean Sun will play a meaningful role in shaping the future of floating solar.

Sincerely,
Kristian Tørvold, CEO

Share info

About our shares

Ocean Sun has been listed on Euronext Growth Oslo since 26 October 2020, under the ticker OSUN. The listing price for Ocean Sun was NOK 18 per share and the price as at 31 December 2025 was NOK 1.6 per share.

The company has 49,934,818 outstanding shares. The share capital as at 31 December 2025, amounted to NOK 499,348.

Number of shares:	49,934,818
Votes:	49,934,818
Shareholders 31 Dec 2025:	1300+
Listing price:	NOK 18.00
Highest price 2025:	NOK 1.99
Lowest price 2025:	NOK 1.02
Market cap 31 Dec 2025:	NOK 79 396 361
Auditor:	RSM Norge AS

Contacts

Kristian Tørvold, CEO	+47 970 88 847
Karl Lawenius, CFO	+47 456 33 881

Financial calendar

Event	Date
AGM	6 May 2026
Q1 Report	7 May 2026
Half yearly report	26 August 2026
Q3 Report	5 November 2026
Q4 Report	11 February 2027



Top 20 shareholders

Name	Holding	Stake
Dr.ing. Børge Bjørneklett AS	9 175 500	18,4%
Kvantia AS	8 126 888	16,3%
Progressi AS	6 326 100	12,7%
Umoe AS	5 303 018	10,6%
Norda ASA	5 100 590	10,2%
Mp Pensjon PK	2 417 966	4,8%
Sauar Invest AS	1 636 468	3,3%
Opulens Invest AS	1 000 000	2,0%
Schiøll	832 509	1,7%
Clearstream Banking S.A.	575 752	1,2%
Caaby AS	535 700	1,1%
Nordnet Livsforsikring AS	484 214	1,0%
Vestfold Økonomi AS	450 000	0,9%
Julsrud	333 000	0,7%
Saxo Bank A/S	311 225	0,6%
Impact Alpha AS	300 000	0,6%
Sveum	265 100	0,5%
Mæland	260 000	0,5%
Nordnet Bank AB	259 981	0,5%
Green Tundra AS	201 900	0,4%
Subtotal top 20 shareholders	43 895 911	87,9%
Other	6 038 909	12,1%
Total	49 934 820	100,0%

As at 31 December 2025

Management



KRISTIAN TØRVOLD

CEO

Kristian brings over 15 years of valuable experience in manufacturing, energy and offshore industries in Europe and Asia. His past focus on building and scaling startups aligns seamlessly with our vision for Ocean Sun's global prominence.

- Master of Science in Finance & Economics, Fudan University
- No. of shares: 252,900
- No. of share options: 200,000



KARL LAWENIUS

CFO

10+ years of experience form working with M&A and business development related to growth companies on consulting and corporate level.

- Master of Science in Industrial Engineering, Chalmers University of Technology
- No. of shares: 201,900
- No. of share options: 116,277



Carl Petter Lehne

COO

Carl Petter brings a wealth of experience from his time at Metier, where he led the Industry and Infrastructure Group. With a strong background in managing complex infrastructure projects, including roles at Multiconsult, his skills in project development and execution will be vital as we scale up.

- Master of Science in Civil Engineering (Marine Technology and Geotechnical engineering), Technical University of Denmark.
- No. of shares: 946
- No. of share options: 115 000



ARE GLØERSEN

Director SE Asia

10+ years of experience from the solar industry as part of REC Solar. 5+ years of executive experience in SE Asia, including Director of Tronrud Engineering and CEO of Commlight.

- Master of Science in Astronautical Engineering, Nord University.
- No. of shares: 200,660
- No. of share options: 130,758



Ole-Jørgen Myrtrøen

CPO

15+ years in renewables across Hydro Rein, Metier, Multiconsult, and SN Power. Currently based in Rio de Janeiro, Brazil, Ole-Jørgen complements a strong academic background with long and hands-on experience from working with renewable energy and infrastructure projects.

- PhD in Fluid Dynamics, Imperial College London
- MSc Energy & Environmental Engineering, NTNU
- No. of share options: 115,000

Board of Directors



MAY KRISTIN SALBERG

Chairperson

Strategic and operational management experience from the food industry, IT and the transportation industry. Skilled in organisational and business process development in addition to ISO-standards related to the environment, information security and quality management. Previous board positions as chairperson and board member in both professional companies and non-profit organisations.

- No. of shares: 10,113



Trond Moengen

Board member

Head of Energy and Society at Digital Norway since 2017. Extensive experience from research, energy authorities and national consulting within the energy sector, with a strong focus on research and strategy development on renewables (PV), hydrogen and zero emission transport in maritime. Management of larger multidisciplinary research programmes. Current and former positions as chairman and board member in different companies.

Board of Directors



Tron Engebretsen

Board member

Was Senior Vice President of Statkraft from 1996 until 2021, except for four years as Executive Vice President at SN Power. He served 17 years as director of Power Generation, responsible for all Operation, maintenance and rehabilitation at Statkraft's generation facilities in Norway, Sweden, Finland, Germany and UK.

Mr. Engebretsen has broad international experience in the energy sector. He worked in the Philippines, India, Brazil, Peru, Chile, Turkey and Albania. He also had the responsibility for the construction of Moglice HPP. He was a Board member and Chairman of the Board of Finnmark Energi AS, Board member of Trondheim Energi AS, he served in the Boards of KVO (Kraftverne i Orkla), Oslo Energi and several others. Tron is a Board member of TEJV in Chile and AGL in Georgia

- No. of shares: 3,000



KRISTIN ÅBYHOLM

Board member

15+ years of experience from IT-tech companies. At Confrimit ASA she worked with global 500 brands, working at the Oslo, London and San Francisco offices. Then working for Cicero Consulting, she helped create platforms and solutions for the Norwegian financial industry. Experienced board executive. MSc in Computer Science from NTNU, and Executive Master of Management from BI.

- No. of shares: 12,000 Representing Kvantia (8,126,888), Norda (5,100,590) and Caaby (585,700 of which 50,000 are lent out)

Board of Directors report

As a technology provider Ocean Sun license its patented membrane-based solution to developers and EPCs globally. The Company's technology is designed to deliver a robust, cost-efficient and environmentally responsible alternative for renewable power generation on water, targeting reservoir, near-shore and selected coastal markets.

During 2025, Ocean Sun continued its transition from a development-focused organization towards commercialization and scale-up. The year was characterized by important technological milestones and continued execution of the Company's strategy. Although the commercial milestones were few, good maturation of the project pipeline and the completion of the important Soneva project positions us favorably for 2026.

Financial results

Total operating income for 2025 amounted to NOK 11.2 million (2024: NOK 18.9 million). Revenue of NOK 2.2 million primarily related to license and service revenue from delivered projects, while other income of NOK 9.0 million reflected recognized research grants from Norwegian and international funding programs.

Total operating expenses amounted to NOK 32.4 million (2024: NOK 37.8 million). Employee costs were reduced year-on-year following organizational adjustments, while other operating expenses reflected continued investments in technology development, project execution and commercialization activities.

The operating result for the year was a loss of NOK 21.2 million (2024: loss of NOK 18.9 million). Net financial income amounted to NOK 0.6 million (2024: NOK 1.9 million), mainly consisting of interest income on cash holdings. The result after tax was a loss of NOK 20.6 million for 2025 (2024: loss of NOK 17.0 million).

Cash flow from operating activities was negative NOK 21.9 million in 2025, reflecting the operating loss and working capital movements. Cash flow from financing activities was positive NOK 8.5 million, due to a private placement completed during the fourth quarter of 2025. During the private placement the company raised approximately NOK 9.9 million in gross proceeds at a subscription price of NOK 2.00 per share, corresponding to a premium of 78% to the market price at completion.

At 31 December 2025, cash and cash equivalents amounted to NOK 15.8 million (2024: NOK 29.6 million). Total assets amounted to NOK 24.8 million, while total equity was NOK 17.2 million, corresponding to an equity ratio of approximately 69%. The Company had no interest-bearing debt at year-end.

The deficit for 2025 has been allocated to the share premium reserve.

Projects and technology update

During 2025, Ocean Sun further strengthened its demonstrative track record across a broad range of geographies and operating conditions. At year-end, the Company's technology had been deployed in 15 projects across seven countries, representing a total installed capacity of approximately 6.2 MWp. These installations span both fresh-water and salt-water environments, and include systems deployed in benign reservoirs as well as more exposed near-shore locations.

The diversity of installations provides Ocean Sun with a unique reference base and operational experience across different sea states, climates and regulatory environments. This demonstrative track record is an important differentiator for the Company and supports ongoing commercial discussions with developers and partners seeking proven FPV solutions.

Ocean Sun continued to advance its technology platform throughout the year. Existing pilot and demonstration projects have delivered stable operational performance and valuable learning. Particular focus has been placed on operation and maintenance, including further development of the Company's automated cleaning solution, which progressed well during 2025. Current development and testing indicate good potential for efficient and scalable cleaning of PV modules, contributing to long-term system performance and reduced O&M costs.

In parallel, Ocean Sun continued its work on wave modelling and boundary condition analysis, building on simulations, laboratory testing and operational experience from existing installations. Studies conducted during the year indicate that the current system design can withstand wave heights of up to approximately five meters, supporting deployment in more exposed near-shore environments and expanding the addressable market for the Company's technology.

Positioned for growth in Tier II markets

During 2025, Ocean Sun reached several important milestones that position the Company for growth in selected Tier II markets, where regulatory frameworks are developing and competition remains limited.

The Company successfully delivered and commissioned its first full-scale commercial near-shore floating solar installation at the Soneva Secret resort in the Maldives. The project represents a major technological and commercial milestone and demonstrates a scalable solution for island communities and near-shore applications. The installation serves as an important reference project for similar markets globally.

In addition, Ocean Sun achieved the world's first Type Certificate for a floating solar structure, awarded by Bureau Veritas.

The certification provides independent verification of the Company's membrane-based technology, covering design integrity, manufacturing quality and operational reliability. The Type Certificate is technology-wide and supports bankability and deployment at scale across benign, near-shore and more exposed environments.

Together, the successful delivery of a commercial reference project and the achievement of independent certification significantly strengthen Ocean Sun's market position and credibility with developers, partners and financiers.

Backlog and pipeline

The current backlog consists of three projects:

- Two projects in Greece (totaling 4 MWp) continue to progress after several years of permitting. Our partner has reconfirmed the expectation to install at least one of these projects before Q3 2026.
- The Brazil demonstrator (250 kWp) is currently under final approval. Financing is secured via the Rio One research project on the Brazilian side.
- Two smaller units in India and Europe are also progressing well, while a signed smaller demonstration system in Taiwan is currently on-hold due to permits.

The pipeline per 31 December 2025 amounted to 36 MWp across 13 projects. These represent the most mature opportunities in our sales funnel. All pipeline projects are expected to close within a year and meet our requirements regarding maturity, customer, location, and sea-state.

Additional commercial updates

During 2025, Ocean Sun achieved milestones that further strengthened and expanded the Company's project funnel. In addition to the defined pipeline, Ocean Sun maintains an extended leads list amounting to several GWp, comprising opportunities of varying size and maturity across multiple geographies.

This broader opportunity set provides long-term visibility and supports continued replenishment of the pipeline as projects mature and progress through defined qualification stages.

Pipeline development is further supported by non-exclusive, successfee based partnerships in selected key regions. These partnerships expand Ocean Sun's commercial reach and local presence while reducing the need for direct involvement in early-stage sales activities. As projects mature, recurring collaborations with the same partners and customers also contribute to increased efficiency in both sales and delivery.

As part of this commercial activity, the Company entered into several memoranda of understanding (MoUs) during the year to assess future floating solar projects. This includes an MoU with the City of Zhytomyr in Ukraine to evaluate the feasibility of a large-scale floating solar installation supporting energy resilience and reconstruction efforts. In addition, Ocean Sun progressed discussions and cooperation related to near-shore projects in India, including the Lakshadweep Islands.

Ocean Sun also delivered multiple prefeasibility studies (PFS) and engineering studies during the year. These studies form an integral part of the Company's commercial process, enabling early engagement with customers, front-loading of revenues, and technical validation of projects prior to final investment decisions. During 2025, such studies were performed for projects in markets including India, Qatar and Taiwan, and contributed to both near-term pipeline development and the longer-term leads portfolio.

Contribution projects

Contribution projects and publicly supported R&D initiatives continue to play an important role in Ocean Sun's technology development,

market maturation and risk reduction. These projects enable the Company to advance key technical capabilities, demonstrate solutions in relevant operating environments, and engage with strategic partners and customers while sharing development risk.

During 2025, Ocean Sun made continued progress within several key contribution projects. Work on automated cleaning solutions, supported through projects with Innovation Norway, advanced further during the year and remains a central element in improving long-term system performance and reducing operational costs.

The Rio One project in Brazil also progressed during the year. This contribution project focuses on further development and validation of panel fixation and system solutions in benign water conditions, and includes preparation for a dedicated demonstration installation. The project provides valuable technical learning while strengthening Ocean Sun's presence and reference base in the South American market.

In addition, Ocean Sun conducts a large-scale prefeasibility study in Qatar, supported through external funding. The study is assessing the feasibility of deploying floating solar in coastal waters, with particular focus on operational aspects such as cleaning, soiling and system performance under local environmental conditions.

Beginning of 2026, Ocean Sun was granted 8 million in funding for the EROS project, focusing on strengthening the long term performance and reliability of Ocean Sun's technology.

The Board considers contribution projects to be strategically important for Ocean Sun, as they support continuous technology improvement, facilitate market entry, and contribute to building a robust and bankable floating solar solution over time.

Organisation and working environment

During 2025, Ocean Sun continued to strengthen its management team and organizational capabilities to support future growth. As part of this effort, Ole Jørgen Myrtrøen joined the Company as Chief Product Officer (CPO), reinforcing Ocean Sun's focus on product development, technology roadmap execution and industrialization.

The Company places strong emphasis on health, safety and the working environment for own employees and contractors working with our technology. HSE work is followed up through documented routines, including onboarding and training, periodic risk assessments, and a structured approach to reporting and follow up of deviations, incidents and improvement proposals. Reported cases are followed up by management, and lessons learned are incorporated into updated procedures where relevant.

No work-related injuries, accidents or occupational illness/strain injuries were reported during 2025. The sickness absence (sykefravær) in 2025 was 3.3% (2024: 0%). The Board considers the working environment and the sickness absence to be satisfactory.

The number of full-time equivalents (FTEs) in the Group was 11 during 2025 (2024: 13). Of these, one was female. The Board consists of four members, two women and two men. Ocean Sun is a small organization, and the Board recognizes that gender balance in the workforce is currently limited. The Company aims to provide equal opportunities regardless of gender, ethnicity, religion, disability, sexual orientation or age. In its recruitment and competence development processes, Ocean Sun seeks to broaden the candidate pool and promote a work environment characterized by inclusion and nondiscrimination.

The Company's approach includes periodic assessment of equality and diversity risks, setting relevant objectives as the organization develops, and follow up of measures in

management processes. Due to the Company's limited size and composition, detailed gender disaggregated pay statistics are not prepared. Pay and employment terms are nevertheless reviewed, and the Company will further formalize and document this work as the organization grows.

Going concern

The Board has assessed the Company's financial position, liquidity outlook and expected development for the next 12 months. Ocean Sun continues to report operating losses, and the Board expects the Company to require additional capital to maintain current activity and realise its growth ambitions and execute on its strategy.

During the fourth quarter of 2025, the Company completed a private placement which strengthened the balance sheet and provided additional liquidity. Despite this, the Company will need to secure further funding and/or implement strategic measures to maintain adequate liquidity and support continued operations over the coming 12 months. To support this process, the Board has initiated a structured strategic review and engaged Fearnley Securities as financial advisor to assess strategic alternatives. The review may include, among other things, a capital raise, strategic investment, partnership, merger or other forms of business combinations. There can be no assurance that the process will result in any specific outcome or transaction.

Based on the status of the ongoing process and continued interest in the Company's technology, the Board remains optimistic regarding the Company's ability to secure an appropriate solution. However, the need for additional capital and the uncertainty inherent in such processes represent a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Board confirms that the financial statements for 2025 have nevertheless been prepared on a going concern basis.

Corporate governance

Ocean Sun's corporate governance policy exists to ensure an appropriate division of roles among the company's owners, Board of Directors, and executive management. An appropriate division of responsibilities and satisfactory internal controls will contribute to the greatest possible value creation over time, to the benefit of shareholders and other stakeholders.

The governance policy sets the framework for how we manage our company. We set the highest standard for honesty, integrity and compliance and Ocean Sun has defined and documented the key processes in our business. Although we are not formally certified, we comply with the central elements of ISO certifications by having documented processes, fostering continuous development and facilitating reporting and follow-up procedures for deviations, accidents and improvements.

Based on the relatively simple business model and the company's small staff, the Board believes that adequate steps have been taken to mitigate the internal control risk. Good corporate governance, that is, proper Board conduct and company management, are key to Ocean Sun's efforts to build and maintain trust. Ocean Sun has compared the corporate governance requirements and recommendations for companies listed on Euronext Growth and are similar in size to Ocean Sun, with the company's own corporate governance procedures and practice. The findings show that Ocean Sun complies with these requirements and recommendations.

The company's Board is elected at the company's annual shareholders' meeting for a term of one year.

At Ocean Sun, our CSR policy defines corporate social responsibility as achieving commercial profitability in a way that is consistent with fundamental ethical values and with respect for individuals, the environment and society. Our work with CSR, reflects all elements within ESG and helps us make sustainable and responsible choices throughout the value chain. The main pledges of our ESG work are:

Governance: We set the highest standard for honesty, integrity and compliance

HSE: We have zero-tolerance for injuries on humans and damage to the environment.

Environmentally responsible: We develop sustainable solutions in harmony with nature.

Human rights and equality: We ensure that all employees are treated with respect and have proper working conditions.

During 2023, Ocean Sun compiled an ESG review, which was published on the company's web page. In addition, we have compiled a report according to the Norwegian transparency Act also available on the webpage.

Environmental commitment

Ocean Sun was founded on the concept of being a bold solution to our global energy needs and this concept is still deeply vested in everything we do. Ultimately, we are an enabler of the increased adoption of renewable energy.

The concept of floating solar has several inherent environmental benefits as it allows for renewable energy production with low interference with agriculture and forestry minimizing the environmental footprint. In many places, it also provides the only affordable alternative to fossil power plants, thereby reducing greenhouse gas emissions. As indicated by the illustration on pages 9 and 10, there are many environmental benefits with an Ocean Sun installation.

Potential negative effects, such as UV shading for some seabed species, that the deployment of our systems can have on local eco-systems

are carefully monitored and as far as possible mitigated. As we continue to develop our system, we always have the environmental aspect in mind, giving careful consideration to reducing the climate impact of our design. We consider the full life cycle of all the materials we use and examine the possibility of using recycled or reused material.

Directors and officers liability insurance

The company has international insurance policy for its directors and executives

Events after the balance sheet date

Subsequent to the balance sheet date, the Company initiated a strategic review process with Fearnleys Securities to evaluate strategic options and support long-term value creation. Further, Ocean Sun was granted NOK 8 million in funding for the EROS project as highlighted above.



Responsibility Statement

The Board of Directors has considered and approved the consolidated financial statements of Ocean Sun AS (“the Company”) for the full year ending 31 December 2025. We confirm that, to the best of our knowledge, the financial statements for the period have been prepared in accordance with applicable accounting standards and give a true and fair view of the Company’s assets, liabilities, financial position and profit and loss, and that the directors’ report includes a fair review of the development and performance of the business and the position of the company as a whole, together with a description of the principal risks and uncertainties facing the company.

Lysaker, 25 March 2026

May Kristin Salberg
Chairperson of the Board

Trond Moengen
Board member

Kristin Åbyholm
Board member

Tron Engebretsen
Board member

Kristian Tørvold
CEO



Group Financials

- Income statement
- Balance sheet
- Cash flow statement
- Accounting principles
- Notes

Income Statement

Consolidated financials
All figures in NOK'000

	Note	2025	2024
Income			
Revenue	2	2 191	7 213
Other income	2	9 020	11 694
Total operating income		11 210	18 906
Operating expenses			
Raw materials and consumables used		(338)	(3 764)
Employee cost	3	(18 354)	(21 905)
Depreciation		(36)	(7)
Other Operating expenses	4,5	(13 678)	(12 139)
Total operating expenses		(32 405)	(37 814)
Operating result		(21 195)	(18 908)
Financial income			
Interest income	6	609	1 609
Other financial income	6	478	1 256
Total financial income		1 087	2 865
Financial expenses			
Interest expenses	6	(1)	(1)
Other financial expenses	6	(480)	(922)
Total financial expenses		(482)	(923)
Net financial items		606	1 941
Result before taxes		(20 589)	(16 966)
Taxes	7	(4)	(1)
Result after taxes		(20 593)	(16 967)
Profit/loss attributable to owners of the parent		(20 593)	(16 967)
Total Profit/loss attributable to owners of the parent		(20 593)	(16 967)

Balance sheet

Consolidated financials
All figures in NOK'000

	Note	31.12.25	31.12.24
ASSETS			
Non-current assets			
Office Equipment		119	3
Other financial fixed assets		450	-
Total non-current assets		569	3
Current assets			
Inventories			
Inventories	8	600	600
Accounts receivables	9	1 435	2 198
Other receivables	9	6 407	4 778
Total receivables		8 441	7 576
Cash and equivalents			
Cash and cash equivalents	10	15 815	29 556
Total cash and equivalents		15 815	29 556
Total current assets		24 256	37 132
Total assets		24 826	37 135

Balance sheet

Consolidated financials
All figures in NOK'000

	Note	31.12.25	31.12.24
EQUITY AND LIABILITIES			
Equity			
Paid in capital			
Share capital	12,13	499	450
Treasury shares	13	(0)	(0)
Share based payment reserves	13,14	1 683	1 145
Share premium	13	14 992	26 710
Total Equity		17 174	28 305
Liabilities			
Non-current liabilities			
Total long-term liabilities		-	-
Current liabilities			
Accounts payables		2 050	1 831
Taxes and public duties		285	775
Other current liabilities	11	5 316	6 224
Total current liabilities		7 651	8 830
Total liabilities		7 651	8 830
Total Equity and liabilities		24 826	37 135

Lysaker, 25 March 2026

May Kristin Salberg
Chairperson of the Board

Trond Moengen
Board member

Kristin Åbyholm
Board member

Tron Engebretsen
Board member

Kristian Tørvold
CEO

Cash flow statement

Consolidated financials
All figures in NOK'000

	2025	2024
Operating activities		
Result before tax	(20 589)	(16 966)
Depreciations	36	7
Cost of share option program	573	183
Change in inventories	-	1 114
Change in accounts receivables	763	(1 254)
Change in other current assets	(1 628)	(1 366)
Change in accounts payable	219	(652)
Change in other current liabilities	(1 265)	1 671
Cash flow from operating activities	(21 892)	(17 263)
Investments		
Office equipment	(152)	(17)
Cash flow from investment activities	(152)	(17)
Finance		
Proceeds from issuance of share capital	9 897	-
Costs associated with share capital increase	(979)	-
Change in other financing activities	(450)	-
Cash flow from financing activities	8 468	-
Foreign currency effects on cash	(165)	92
Net cash flow in the period	(13 741)	(17 188)
Cash and cash equiv., start of period	29 556	46 745
Cash and cash equiv., end of period	15 815	29 556

Notes

Note 1 – Accounting principles

Basis for preparations

The financial statements have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles. The financial statements are consolidated and contains the parent entity, Ocean Sun AS as well as the wholly owned subsidiaries: Ocean Sun Systems AS (Norway), Ocean Sun China Co. Ltd (China) and Ocean Sun Pte. Ltd (Singapore). All intercompany transactions have been eliminated for both 2025 and 2024. As a result of rounding differences numbers or percentages may not add up to the total.

Sales revenue

The company's main revenue will be licence fees from technology licensing agreements and service revenues related to design, analysis and training. Revenue from license agreements is recognised when control of the licensed technology is transferred to the customer and the license has been put into use in the underlying project. In practice this occurs upon installation or completion of the relevant project or project milestone. Services are recognised as revenue as they are provided. In the case of any sales of goods, the revenue is recognised at the time of delivery. For turnkey projects revenue is recognised based on guidelines in NRS 2, where revenue is recognized on an ongoing basis based on percent of completion of the underlying contract.

Raw materials and consumables

The company purchases materials and consumables primarily for use in research and development activities. Such materials are expensed as incurred. In addition, the company has in previous periods purchased materials for resale to end customers, either as standalone deliveries or as part of turnkey project deliveries. Materials purchased for resale are recognised as inventory and expensed as cost of goods sold when delivered to the customer.

Classification and assessment of balance sheet items

Current assets and current liabilities comprise items related to the ongoing business and development projects. For items other than accounts receivable, items that fall due within one year of the transaction date are included. Fixed assets are assets intended for permanent ownership and use. Current assets are valued at the lower of cost and fair value. Short-term debt is recognised in the balance sheet at the nominal amount at the time of establishment.

Fixed assets are valued at cost. Fixed assets are depreciated according to a reasonable depreciation plan. Fixed assets are written down to fair value in the event of impairment that is not expected to be temporary.

Receivables

Accounts receivable and other receivables are stated in the balance sheet at nominal value less provisions for expected losses. Provisions for losses are made on the basis of individual assessments of the individual receivables.

Fixed assets

Tangible fixed assets are capitalized and depreciated over the useful life of the fixed assets if they have assumed a useful life of more than 3 years and have a cost price exceeding NOK 15,000. Direct maintenance of fixed assets is expensed under operating costs on an ongoing basis, while costs or improvements are added to the cost of the fixed asset and depreciated in line with the fixed asset.

Cash flow statement

The cash flow statement has been prepared according to the indirect method. Cash and cash equivalents include cash, bank deposits and other short-term, liquid investments.

Note 1 – Accounting principles, continued

Government grants

Ocean Sun has several R&D projects running over 1-3 years where parts of the R&D costs are supported by government grants. Government grants are accounted for when there is reasonable assurance that the company will meet the conditions associated with the grants, and the grants will be received. The company spends significant resources on R&D activities related to developing its novel technology. For such activities, the company partly relies on grants, which is why such grants are recognised on a gross basis. The recognition of government grants is based on the principle of Percentage of Completion (PoC) on estimated cost to complete and presented as Other Income.

In addition, the following accounting principles have been applied:

Transactions in foreign currencies are translated into the functional currency at the exchange rate at the transaction date. Monetary balance sheet items denominated in foreign currencies are translated at the exchange rate at the balance sheet date, and foreign exchange differences are recognized in profit or loss. In the consolidation, income and expenses of foreign subsidiaries are translated using average exchange rates for the period, while assets and liabilities are translated at the balance sheet date, with translation differences recognized in equity.

The cost method is used for investments in subsidiaries.

Own expenses for research and development and for the development of rights are expensed.

Share-based payments

Employees of the company receive remuneration in the form of share-based options, whereby employees render services as consideration for equity instruments. This programme is measured at fair value at the date of the grant. The fair value at the grant date is expensed over the vesting period, based on the company's estimate of the shares that will eventually vest, adjusted for the effect of non-market-based vesting conditions. The fair value share-based program is measured using the Black-Scholes pricing model and is expensed to employee costs over the vesting period. The expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions and behavioural considerations.

Tax

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 22 per cent on the basis of the temporary differences that exist between accounting and tax values. Tax-increasing and tax-reducing temporary differences that reverse or can reverse in the same period are offset and the tax effect is calculated on the net basis.

Note 2 – Operating income

	2025	2024
Revenue		
Licence revenue	1 365	150
Service and engineering revenue	825	1 808
Turnkey projects	-	1 490
Product sales	-	3 765
Subtotal Revenue	2 191	7 213
Other income		
Grants from EU (BOOST Project)	243	3 502
Grants from Innovation Norway (Green Platform)	1 496	2 146
Grants from the Research Council of Norway (SkatteFunn + IPN)	7 261	5 995
Other	20	51
Subtotal other income	9 020	11 694
Total operating income	11 210	18 906

	2025	2024
Geographical spread of revenue		
Europe and Middle East	333	4 581
North East Asia (incl China)	194	376
South East Asia	1 663	2 111
Americas	-	145
Total revenue	2 191	7 213

Note 3 – Remuneration

	2025	2024
Salary and personnel cost		
Salary	14 721	16 234
Employer's contribution	2 009	1 993
Pension	586	594
Recognized cost for share option scheme	573	183
Provision for severance pay	-	2 386
Other related benefits	465	516
Total Salary and personnel cost	18 354	21 905

Ocean Sun AS pension scheme is 4 % of annual salary up to 7.1 G (G was NOK 130 160 from 01.05.2025) and 10% of salary between 7.1 G and 12 G

	2025	2024
Full- time equivalents		
Ocean Sun AS	9	11
Subsidiaries	2	2
Total	11	13

Note 3 – Remuneration (Continued)

	Salary	Pension	Share option cost	Other remuneration
Remuneration for CEO				
Kristian Tørvold*	1 764	104	123	25
Remuneration for board members				
May Kristin Salberg (Chairperson)	195	-	-	-
Kristin Åbyholm (Board member)	140	-	-	-
Trond Moengen (Board member)	140	-	-	-
Tron Engebretsen (Board member)	140	-	-	-
Total remuneration for board members	615	-	-	-

* Mr. Tørvold has been granted 200,000 share options, with a calculated cost of NOK 123 thousand in 2025. Non of the options have vested. Please refer to note 17 for more information on the share option program. Mr Tørvold is entitled to 6 months of severance pay, should the company terminate his agreement.

Board remuneration represents what has been paid out during 2025. The remuneration for the period from the annual general meeting in 2025 to the annual general meeting in 2026 was set to NOK 350,000 for the chair and NOK 150,000 for board members on the AGM in 2025.

Note 4 – Remuneration to Auditor

The company had the following costs (excluding VAT) related to auditors in 2025. Note that Ocean Sun changed auditor from Ernst & Young AS to RSM Norge AS following the completion of the audit for 2024

	2025	2024
Auditor's fee Ocean Sun AS		
Audit services	440	335
Other attestation services	123	248
Other services	18	27
Total auditor's fee Ocean Sun AS	581	610

Note 5 – Other operating expenses

Expense type	2025	2024
Consultants, testing and patents	9 098	5 722
Facility cost, IT, etc	1 767	1 613
Legal, auditors, accounting, etc	1 078	2 158
Interim CFO	-	627
Materials for development and testing	14	66
Other	1 721	1 952
Total Other Operating Expenses	13 678	12 138

Note 6 – Financial items

	2025	2024
Finance income		
Interest income	609	1 609
Agio	478	1 256
Total finance income	1 087	2 865
Finance expenses		
Interest Expenses	(1)	(1)
Disagio	(480)	(922)
Total finance expenses	(482)	(923)

Note 7 – Taxes

	2025	2024
Ocean Sun AS		
This year's loss	(20 238)	(16 903)
+/- Permanent differences	(3 213)	(4 688)
+/- This years change in temporary differences	4	10
Tax base of the year	(23 446)	(21 581)

Tax expenses in the income statement	-	-
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Tax payable in the balance sheet	-	-
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Ocean China

Ocean Sun China Comp. Ltd., Tax expenses in the income statement	(4)	(1)
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	31.12.2025	31.12.2024	Change
Temporary differences			
Fixed assets	(1)	3	4
Current assets	-	-	-
Loss carried forward	(142 116)	(118 670)	23 446
Net temporary differences	(142 118)	(118 667)	23 451
Loss carried forward (not recognised as DTA)	142 118	118 667	(23 451)
Total temporary differences	-	-	-
Deferred tax assets 31.12.2025 based on 22% tax rate	-	-	-

The Group has NOK 142.1 million (2024: NOK 118.7 million) of tax losses carried forward. These losses relate to a history of losses, do not expire, and may not be used to offset taxable income in the Group. The subsidiaries neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognise deferred tax assets on the tax losses carried forward. Deferred tax assets related to losses carried forward can be recognized when there is convincing evidence of future usage.

Note 8 – Inventories

	31.12.25	31.12.24
Inventories		
Membrane raw materials	600	600
Total inventories	600	600

Inventories consist of membrane raw material purchased by Ocean Sun and stored at our confection partner. The material was purchased to shorten the lead-time of the membrane and is used to confection the finished circular membrane. The inventory is measured at cost and has been assessed for obsolescence.

Note 9 – Accounts receivables and other receivables

	31.12.25	31.12.24
Accounts receivables		
Customer receivables	1 435	1 197
BOOST project receivables	-	1 001
Total accounts receivables	1 435	2 198
Other Receivables		
Material for projects	649	227
Accrued income from government grants	5 177	4 333
Other	580	218
Total	6 407	4 778

Note 10 – Cash and cash equivalents

	31.12.25	31.12.24
Restricted cash*	860	860
Cash	14 955	28 696
Total cash and equivalents	15 815	29 556

*Restricted cash is reserved withholding tax related to employees. This procedure has been cancelled from 01 January 2026.

Note 11 – Other current liabilities

	31.12.25	31.12.24
Prepayments from customers	1 194	805
Prepayment contribution projects	2 048	1 464
Holiday allowance	1 192	1 111
Provision for severance pay	-	2 386
Provision for board remuneration	609	409
Other	273	49
Total Other payables	5 316	6 224

Note 12 – Share capital and shareholders information

	Number of shares
Ocean Sun AS	
Share capital	49 934 820
Ocean Sun AS stock of treasury shares pr. 31.12.2025	30 000
Nominal value per share	0,01

Shareholders pr 31.12.2025	Holdings	Ownership %	Voting rights %
Dr.ing. Børge Bjørneklett AS	9 175 500	18%	18%
Kvantia AS	8 126 888	16%	16%
Progressi AS	6 326 100	13%	13%
Umoe AS	5 303 018	11%	11%
Norda ASA	5 100 590	10%	10%
Mp Pensjon PK	2 417 966	5%	5%
Sauar Invest AS	1 636 468	3%	3%
Opulens Invest AS	1 000 000	2%	2%
Schiøll	832 509	2%	2%
Clearstream Banking S.A.	575 752	1%	1%
Other	9 440 029	19%	19%
Total	49 934 820	100%	100%

Note 13 – Equity

	Share capital	Own shares	Share premium	Share based payment reserves	Uncovered losses	Total
At 1st of January 2024	450	(0)	43 786	933	-	45 169
Profit/Loss for the period	-	-	-	-	(16 967)	(16 967)
Share option program	-	-	-	183	-	183
Currency translation differences	-	-	-	29	(108)	(80)
Transfer to share premium	-	-	(17 076)	-	17 076	-
At 31 December 2024	450	(0)	26 710	1 145	-	28 305
Profit/Loss for the period	-	-	-	-	(20 593)	(20 593)
Share option program	-	-	-	573	-	573
Share capital increase	49	-	9 848	-	-	9 897
Costs from capital increase	-	-	(979)	-	-	(979)
Currency translation differences	-	-	6	(35)	-	(28)
Transfer to share premium	-	-	(20 593)	-	20 593	-
At 31 December 2025	499	(0)	14 992	1 683	-	17 174

Note 14 – Share based payments

Share-based compensation benefits are provided to employees through the Long-term incentive program approved by the extraordinary general meeting held on the 11th of October 2021.

Equity-settled, share-based payments are measured at fair value (excluding the effect of non-market-based vesting conditions) at the grant date. The fair value is expensed over the vesting period as an employee benefit expense, with a corresponding increase in equity. The vesting period is the period over which all the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of options that are expected to vest, based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

The fair value at the grant date is determined using the Black-Scholes-Merton option pricing model, which takes into account the exercise price, the life of the option, the current price of the underlying shares, the expected volatility of the share price, any dividends expected on the shares and risk-free interest rate for the life of the option. The expected share price volatility is based on historical volatility for a selection of comparable listed companies. The risk-free interest rate is based on zero-coupon government bonds with a term equal to the expected term of the option being valued.

Social security contributions payable in connection with an option grant are considered an integral part of the grant itself. The charges are treated as cash settled, share-based payments and re-measured at each reporting date.

Note 14 – Share based payments (Continued)

Total costs and Social Security Provisions

	2025
Employee cost 2025	573
Total Social security provisions 2025	-

Granted instruments 2025

Instrument	Option
Quantity 31.12.2025 (instruments)	115 000
Quantity 31.12.2025 (shares)	115 000
Contractual life*	5,00
Strike price*	1,33
Share price*	1,10
Expected lifetime*	3,60
Volatility*	77,8%
Interest rate*	3,8%
Dividend*	-
FV per instrument*	0,58

*Weighted average parameters at grant of instrument

Outstanding instruments Year End (Options)

Quantity and weighted average prices

	Number of instruments	Weighted Average Strike Price
	01.01.2025 - 31.12.2025	
Outstanding OB (01.01.2025)	1 019 740	2,12
Granted	115 000	1,33
Exercised	-	-
Released	-	-
Adjusted	-	-
Performance Adjusted	-	-
Modification Adjusted	-	-
Cancelled	-	-
Terminated	(115 000)	2,12
Expired	-	-
Moved in	-	-
Moved Out	-	-
Outstanding CB (31.12.2025)	1 019 740	2,03
Vested CB	-	-

Outstanding Instruments Overview

Strike price	Number of instruments	Weighted Average remaining contractual life	Vested instruments 31.12.2025
1,33	115 000	4,25	-
1,66	115 000	3,71	-
2,19	789 740	3,85	-
Total	1 019 740		-

Note 15 – Subsidiaries

Company name	Office	Share	Equity	Net profit
Ocean Sun Systems AS	Norway	100%	37	(0)
Ocean Sun China Co. Ltd China	China	100%	170	(27)
Ocean Sun Pte. Ltd Singapore*	Singapore	100%	(98)	(329)

*Ocean Sun Pte. Ltd is owned 100 % by Ocean Sun Systems AS.

Note 16 – Patents and trademarks

Ocean Sun AS has put considerable effort into patenting its key technology. The patent portfolio currently consist of more than 150 patent applications for four patent families with applications in 51 countries/patent organisations. The main patent has already been accepted in several key states including the US, United Kingdom, China, India, European Patent Organization (EPO) and Norway.

Ocean Sun has also filed for Design registration and Trademark Registration in selected countries.

Note 17 – Going concern

The Board has assessed the Company's financial position, liquidity outlook and expected development for the next 12 months. Ocean Sun continues to report operating losses, and the Board expects the Company to require additional capital to maintain current activity and realise its growth ambitions and execute on its strategy.

During the fourth quarter of 2025, the Company completed a private placement which strengthened the balance sheet and provided additional liquidity. Despite this, the Company will need to secure further funding and/or implement strategic measures to maintain adequate liquidity and support continued operations over the coming 12 months. To support this process, the Board has initiated a structured strategic review and engaged Fearnley Securities as financial advisor to assess strategic alternatives. The review may include, among other things, a capital raise, strategic investment, partnership, merger or other forms of business combinations. There can be no assurance that the process will result in any specific outcome or transaction.

Based on the status of the ongoing process and continued interest in the Company's technology, the Board remains optimistic regarding the Company's ability to secure an appropriate solution. However, the need for additional capital and the uncertainty inherent in such processes represent a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Board confirms that the financial statements for 2025 have nevertheless been prepared on a going concern basis.



Parent Company Financials

- Income statement
- Balance sheet
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- Accounting principles
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Income statement

Parent company financials
All figures in NOK'000

	Note	2025	2024
Income			
Revenue	2	2 212	6 906
Other income	2	8 999	11 662
Total operating income		11 211	18 568
Operating expenses			
Raw materials and consumables used		(274)	(3 340)
Employee cost	3	(14 601)	(17 766)
Depreciation		(31)	(7)
Other Operating expenses	4,5	(17 246)	(16 297)
Total operating expenses		(32 151)	(37 410)
Operating result		(20 940)	(18 842)
Financial income			
Interest income	6	608	1 608
Other financial income	6	438	1 165
Total financial income		1 046	2 773
Financial expenses			
Interest expenses	6	(1)	(1)
Other financial expenses	6	(342)	(832)
Total financial expenses		(343)	(834)
Net financial items		702	1 939
Result before taxes		(20 238)	(16 903)
Taxes	7	-	-
Result after taxes		(20 238)	(16 903)
Transferred to share premium		(20 238)	(16 903)
Total transfers and allocations		(20 238)	(16 903)

Balance sheet

Parent company financials
All figures in NOK'000

	Note	31.12.25	31.12.24
ASSETS			
Non-current assets			
Office Equipment		103	3
Investments in subsidiaries	8	280	280
Other financial fixed assets		450	-
Total non-current assets		833	283
Current assets			
Inventories			
Inventories	10	600	600
Accounts receivables	11	1 422	2 198
Other receivables	11	6 379	4 654
Total receivables		8 400	7 451
Cash and equivalents			
Cash and cash equivalents	12	14 332	29 173
Total cash and equivalents		14 332	29 173
Total current assets		22 733	36 625
Total assets		23 566	36 908

Balance sheet

Parent company financials
All figures in NOK'000

	Note	31.12.25	31.12.24
EQUITY AND LIABILITIES			
Equity			
Paid in capital			
Share capital	14,15	499	450
Treasury shares	15	(0)	(0)
Share based payment reserves	15,16	1 079	661
Share premium	15	15 782	27 152
Total Equity		17 360	28 263
Liabilities			
Non-current liabilities			
Total long-term liabilities		-	-
Current liabilities			
Accounts payables		1 989	1 831
Taxes and public duties		225	640
Other current liabilities	13	3 993	6 175
Total current liabilities		6 206	8 646
Total liabilities		6 206	8 646
Total Equity and liabilities		23 566	36 908

Lysaker, 25 March 2026

May Kristin Salberg
Chairperson of the Board

Trond Moengen
Board member

Kristin Åbyholm
Board member

Tron Engebretsen
Board member

Kristian Tørvold
CEO

Cash flow statement

Parent company financials
All figures in NOK'000

	2025	2024
Operating activities		
Result before tax	(20 238)	(16 903)
Depreciations	31	7
Cost of share option program	418	(27)
Change in inventories	-	1 114
Change in accounts receivables	775	(1 324)
Change in other current assets	(1 725)	(1 324)
Change in accounts payable	158	(1 029)
Change in other current liabilities	(2 859)	2 117
Cash flow from operating activities	(23 441)	(17 369)
Investments		
Office equipment	131	(17)
Cash flow from investment activities	131	(17)
Finance		
Proceeds from issuance of share capital	9 897	-
Costs associated with share capital increase	(979)	-
Change in other financing activities	(450)	-
Cash flow from financing activities	8 468	-
Net cash flow in the period	(14 842)	(17 386)
Cash and cash equiv., start of period	29 173	46 559
Cash and cash equiv., end of period	14 332	29 173

Notes

Note 1 – Accounting principles

Basis for preparations

The financial statements have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles. The financial statements are consolidated and contains the parent entity, Ocean Sun AS as well as the wholly owned subsidiaries: Ocean Sun Systems AS (Norway), Ocean Sun China Co. Ltd (China) and Ocean Sun Pte. Ltd (Singapore). All intercompany transactions have been eliminated for both 2025 and 2024. As a result of rounding differences numbers or percentages may not add up to the total.

Sales revenue

The company's main revenue will be licence fees from technology licensing agreements and service revenues related to design, analysis and training. Revenue from license agreements is recognised when control of the licensed technology is transferred to the customer and the license has been put into use in the underlying project. In practice this occurs upon installation or completion of the relevant project or project milestone. Services are recognised as revenue as they are provided. In the case of any sales of goods, the revenue is recognised at the time of delivery. For turnkey projects revenue is recognised based on guidelines in NRS 2, where revenue is recognized on an ongoing basis based on percent of completion of the underlying contract.

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Classification and assessment of balance sheet items

Current assets and current liabilities comprise items related to the ongoing business and development projects. For items other than accounts receivable, items that fall due within one year of the transaction date are included. Fixed assets are assets intended for permanent ownership and use. Current assets are valued at the lower of cost and fair value. Short-term debt is recognised in the balance sheet at the nominal amount at the time of establishment.

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Receivables

Accounts receivable and other receivables are stated in the balance sheet at nominal value less provisions for expected losses. Provisions for losses are made on the basis of individual assessments of the individual receivables.

Fixed assets

Tangible fixed assets are capitalized and depreciated over the useful life of the fixed assets if they have assumed a useful life of more than 3 years and have a cost price exceeding NOK 15,000. Direct maintenance of fixed assets is expensed under operating costs on an ongoing basis, while costs or improvements are added to the cost of the fixed asset and depreciated in line with the fixed asset.

Cash flow statement

The cash flow statement has been prepared according to the indirect method. Cash and cash equivalents include cash, bank deposits and other short-term, liquid investments.

Note 1 – Accounting principles, continued

Government grants

Ocean Sun has several R&D projects running over 1-3 years where parts of the R&D costs are supported by government grants. Government grants are accounted for when there is reasonable assurance that the company will meet the conditions associated with the grants, and the grants will be received. The company spends significant resources on R&D activities related to developing its novel technology. For such activities, the company partly relies on grants, which is why such grants are recognised on a gross basis. The recognition of government grants is based on the principle of Percentage of Completion (PoC) on estimated cost to complete and presented as Other Income.

In addition, the following accounting principles have been applied:

Transactions in foreign currencies are translated into the functional currency at the exchange rate at the transaction date. Monetary balance sheet items denominated in foreign currencies are translated at the exchange rate at the balance sheet date, and foreign exchange differences are recognized in profit or loss. In the consolidation, income and expenses of foreign subsidiaries are translated using average exchange rates for the period, while assets and liabilities are translated at the balance sheet date, with translation differences recognized in equity.

The cost method is used for investments in subsidiaries.

Own expenses for research and development and for the development of rights are expensed.

Share-based payments

Employees of the company receive remuneration in the form of share-based options, whereby employees render services as consideration for equity instruments. This programme is measured at fair value at the date of the grant. The fair value at the grant date is expensed over the vesting period, based on the company's estimate of the shares that will eventually vest, adjusted for the effect of non-market-based vesting conditions. The fair value share-based program is measured using the Black-Scholes pricing model and is expensed to employee costs over the vesting period. The expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions and behavioural considerations.

Tax

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 22 per cent on the basis of the temporary differences that exist between accounting and tax values. Tax-increasing and tax-reducing temporary differences that reverse or can reverse in the same period are offset and the tax effect is calculated on the net basis.

Note 2 – Operating income

	2025	2024
Revenue		
Licence revenue	1 365	150
Service and engineering revenue	846	1 808
Turnkey projects	-	1 490
Product sales	-	3 458
Subtotal Revenue	2 212	6 906
Other income		
Grants from EU (BOOST Project)	243	3 502
Grants from Innovation Norway (Green Platform)	1 496	2 146
Grants from the Research Council of Norway (SkatteFunn + IPN)	7 261	5 995
Other	-	19
Subtotal other income	8 999	11 662
Total operating income	11 211	18 568

Note 2 – Operating income (continued)	2025	2024
Geographical spread		
Europe and middle east	333	4 581
North East Asia (inc China)	215	69
South East Asia	1 663	2 111
Americas	-	145
Total revenue	2 212	6 906

Note 3 – Remuneration	2025	2024
Salary and personnel cost		
Salary	11 124	12 306
Employer's contribution	2 009	1 993
Pension	586	594
Recognized cost for share option scheme	418	(27)
Provision for severance pay	-	2 386
Other related benefits	465	516
Total Salary and personnel cost	14 601	17 766

Ocean Sun AS pension scheme is 4 % of annual salary up to 7.1 G (G was NOK 130 160 from 01.05.2025) and 10% of salary between 7.1 G and 12 G

	2025	2024
Full-time equivalents		
Ocean Sun AS	9	11
Total	9	11

	Salary	Pension	Share option cost	Other remuneration
Remuneration for CEO				
Kristian Tørvold*	1 764	104	123	25
Remuneration for board members				
May Kristin Salberg (Chairperson)	195	-	-	-
Kristin Åbyholm (Board member)	140	-	-	-
Trond Moengen (Board member)	140	-	-	-
Tron Engebretsen (Board member)	140	-	-	-
Total remuneration for board members	615	-	-	-

* Mr. Tørvold has been granted 200,000 share options, with a calculated cost of NOK 123 thousand in 2025. Non of the options have vested. Please refer to note 16 for more information on the share option program. Mr Tørvold is entitled to 6 months of severance pay, should the company terminate his agreement.

Board remuneration represents what has been paid out during 2025. The remuneration for the period from the annual general meeting in 2025 to the annual general meeting in 2026 was set to NOK 350,000 for the chair and NOK 150,000 for board members on the AGM in 2025.

Note 4 – Remuneration to Auditor

The company had the following costs (excluding VAT) related to auditors in 2025. Note that Ocean Sun changed auditor from Ernst & Young AS to RSM Norge AS following the completion of the audit for 2024

	2025	2024
Auditor's fee Ocean Sun AS		
Audit services	440	335
Other attestation services	123	248
Other services	18	27
Total auditor's fee Ocean Sun AS	581	610

Note 5 – Other operating expenses

Expense type	2025	2024
Consultants, testing and patents	8 887	5 663
Cost for subsidiaries	4 343	4 759
Facility cost, IT, etc	1 672	1 477
Legal, auditors, accounting, etc	939	2 026
Interim CFO	-	627
Materials for development and testing	14	66
Other	1 391	1 677
Total Other Operating Expenses	17 246	16 297

Note 6 – Financial items

	2025	2024
Finance income		
Interest income	608	1 608
Agio	438	1 165
Total finance income	1 046	2 773
Finance expenses		
Interest Expenses	(1)	(1)
Disagio	(342)	(832)
Total finance expenses	(343)	(834)

Note 7 – Taxes

	2025	2024
Ocean Sun AS		
This year's loss	(20 238)	(16 903)
+/- Permanent differences	(3 213)	(4 688)
+/- This years change in temporary differences	4	10
Tax base of the year	(23 446)	(21 581)
Tax expenses in the income statement	-	-
Tax payable in the balance sheet	-	-

	31.12.2025	31.12.2024	Change
Temporary differences			
Fixed assets	(1)	3	4
Current assets	-	-	-
Loss carried forward	(142 116)	(118 670)	23 446
Net temporary differences	(142 118)	(118 667)	23 451
Loss carried forward (not recognised as DTA)	142 118	118 667	(23 451)
Total temporary differences	-	-	-
Deferred tax assets 31.12.2025 based on 22% tax rate	-	-	-

The Company has NOK 142.1 million (2024: NOK 118.7 million) of tax losses carried forward. These losses relate to a history of losses, do not expire, and may not be used to offset taxable income in the Group. The subsidiaries neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognise deferred tax assets on the tax losses carried forward. Deferred tax assets related to losses carried forward can be recognized when there is convincing evidence of future usage.

Note 8 – Subsidiaries

Company name	Office	Share	Equity	Net profit
Ocean Sun Systems AS	Norway	100%	37	(0)
Ocean Sun China Co. Ltd China	China	100%	170	(27)
Ocean Sun Pte. Ltd Singapore*	Singapore	100%	(98)	(329)

*Ocean Sun Pte. Ltd is owned 100 % by Ocean Sun Systems AS.

Note 9 – Intercompany transactions and transactions with related parties

	Type	Amount	Net profit
Invoices to Ocean Sun AS, from:			
Ocean Sun Systems AS	Intercompany	30	(0)
Ocean Sun China Co. Ltd	Intercompany	1 776	(27)
Ocean Sun Pte. Ltd	Intercompany	2 536	(329)

Note 10 – Inventories

	31.12.25	31.12.24
Inventories		
Membrane raw materials	600	600
Total inventories	600	600

Inventories consist of membrane raw material purchased by Ocean Sun and stored at our confection partner. The material was purchased to shorten the lead-time of the membrane and is used to confection the finished circular membrane. The inventory is measured at cost and has been assessed for obsolescence.

Note 11 – Accounts receivables and other receivables

	31.12.25	31.12.24
Accounts receivables		
Customer receivables	1 422	1 197
BOOST project receivables	-	1 001
Total accounts receivables	1 422	2 198
Other Receivables		
Material for projects	649	227
Accrued income from government grants	5 177	4 333
Other	553	94
Total	6 379	4 654

Note 12 – Cash and cash equivalents

	31.12.25	31.12.24
Restricted cash*	860	860
Cash	13 472	28 313
Total cash and equivalents	14 332	29 173

*Restricted cash is reserved withholding tax related to employees. This procedure has been cancelled from 01 January 2026.

Note 13 – Other current liabilities

	31.12.25	31.12.24
Prepayments from customers	144	805
Prepayment contribution projects	2 048	1 464
Holiday allowance	1 192	1 111
Provision for severance pay	-	2 386
Provision for board remuneration	609	409
Total Other payables	3 993	6 175

Note 14 – Share capital and shareholders information

Number of shares

Ocean Sun AS

Share capital	49 934 820
Ocean Sun AS stock of treasury shares pr. 31.12.2025	30 000
Nominal value per share	0,01

Shareholders pr 31.12.2025

	Holdings	Ownership %	Voting rights %
Dr.ing. Børge Bjørneklett AS	9 175 500	18%	18%
Kvantia AS	8 126 888	16%	16%
Progressi AS	6 326 100	13%	13%
Umoe AS	5 303 018	11%	11%
Norda ASA	5 100 590	10%	10%
Mp Pensjon PK	2 417 966	5%	5%
Sauar Invest AS	1 636 468	3%	3%
Opulens Invest AS	1 000 000	2%	2%
Schiøll	832 509	2%	2%
Clearstream Banking S.A.	575 752	1%	1%
Other	9 440 029	19%	19%
Total	49 934 820	100%	100%

Note 15 – Equity

NOK'000	Share capital	Own shares	Share premium	Share based payment reserves	Uncovered losses	Total
At 1st of January 2024	450	(0)	44 055	689	-	45 193
Profit/Loss for the period	-	-	-	-	(16 903)	(16 903)
Share option program	-	-	-	(27)	-	(27)
Transfer to share premium	-	-	(16 903)	-	16 903	-
At 31 December 2024	450	(0)	27 152	661	-	28 263
Profit/Loss for the period	-	-	-	-	(20 238)	(20 238)
Share option program	-	-	-	418	-	418
Share capital increase	49	-	9 848	-	-	9 897
Costs from capital increase	-	-	(979)	-	-	(979)
Transfer to share premium	-	-	(20 238)	-	20 238	-
At 31 December 2025	499	(0)	15 782	1 079	-	17 360

Note 16 – Share based payments

Share-based compensation benefits are provided to employees through the Long-term incentive program approved by the extraordinary general meeting held on the 11th of October 2021.

Equity-settled, share-based payments are measured at fair value (excluding the effect of non-market-based vesting conditions) at the grant date. The fair value is expensed over the vesting period as an employee benefit expense, with a corresponding increase in equity. The vesting period is the period over which all the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of options that are expected to vest, based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

The fair value at the grant date is determined using the Black-Scholes-Merton option pricing model, which takes into account the exercise price, the life of the option, the current price of the underlying shares, the expected volatility of the share price, any dividends expected on the shares and risk-free interest rate for the life of the option. The expected share price volatility is based on historical volatility for a selection of comparable listed companies. The risk-free interest rate is based on zero-coupon government bonds with a term equal to the expected term of the option being valued.

Social security contributions payable in connection with an option grant are considered an integral part of the grant itself. The charges are treated as cash settled, share-based payments and re-measured at each reporting date.

Total costs and Social Security Provisions

	2025
Employee cost 2025	418
Total Social security provisions 2025	-

Granted instruments 2025

Instrument	Option
Quantity 31.12.2025 (instruments)	115 000
Quantity 31.12.2025 (shares)	115 000
Contractual life*	5,00
Strike price*	1,33
Share price*	1,10
Expected lifetime*	3,60
Volatility*	77,8%
Interest rate*	3,8%
Dividend*	-
FV per instrument*	0,58

*Weighted average parameters at grant of instrument

Note 16 – Share based payments (continued)

Outstanding instruments Year End (Options)

Quantity and weighted average prices

	Number of instruments	Weighted Average Strike Price
	01.01.2025 - 31.12.2025	
Outstanding OB (01.01.2025)	1 019 740	2,12
Granted	115 000	1,33
Exercised	-	-
Released	-	-
Adjusted	-	-
Performance Adjusted	-	-
Modification Adjusted	-	-
Cancelled	-	-
Terminated	(115 000)	2,12
Expired	-	-
Moved in	-	-
Moved Out	-	-
Outstanding CB (31.12.2025)	1 019 740	2,03
Vested CB	-	-

Outstanding Instruments Overview

Strike price	Number of instruments	Weighted Average remaining contractual life	Vested instruments 31.12.2025
1,33	115 000	4,25	-
1,66	115 000	3,71	-
2,19	789 740	3,85	-
Total	1 019 740		-

Note 17 – Patents and trademarks

Ocean Sun AS has put considerable effort into patenting its key technology. The patent portfolio currently consist of more than 150 patent applications for four patent families with applications in 51 countries/patent organisations. The main patent has already been accepted in several key states including the US, United Kingdom, China, India, European Patent Organization (EPO) and Norway.

Ocean Sun has also filed for Design registration and Trademark Registration in selected countries.

Note 18 – Going concern

The Board has assessed the Company's financial position, liquidity outlook and expected development for the next 12 months. Ocean Sun continues to report operating losses, and the Board expects the Company to require additional capital to maintain current activity and realise its growth ambitions and execute on its strategy.

During the fourth quarter of 2025, the Company completed a private placement which strengthened the balance sheet and provided additional liquidity. Despite this, the Company will need to secure further funding and/or implement strategic measures to maintain adequate liquidity and support continued operations over the coming 12 months. To support this process, the Board has initiated a structured strategic review and engaged Fearnley Securities as financial advisor to assess strategic alternatives. The review may include, among other things, a capital raise, strategic investment, partnership, merger or other forms of business combinations. There can be no assurance that the process will result in any specific outcome or transaction.

Based on the status of the ongoing process and continued interest in the Company's technology, the Board remains optimistic regarding the Company's ability to secure an appropriate solution. However, the need for additional capital and the uncertainty inherent in such processes represent a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Board confirms that the financial statements for 2025 have nevertheless been prepared on a going concern basis.



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