

Investor Presentation

Bergen Carbon Solutions AS

March 2021

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BERGEN CARBON SOLUTIONS

Bergen Carbon Solutions **uses CO₂** emission to create a strong and light material called

carbon nanofiber



Carbon nanofiber is **lighter** than plastic, **stronger** than steel and **leads** electricity better than copper





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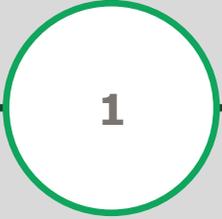
Growth Opportunities

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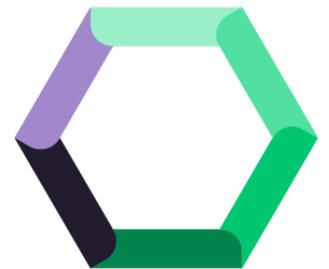
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Executive Summary



Introduction to the investment opportunity



BCS seeks capital to accelerate scale-up of production and new growth opportunities to secure a strong market position

Please be aware that the placement of shares in Bergen Carbon Solutions AS will be completed based only on an investor presentation, an application agreement and this term sheet (all dated 22 March 2021) as well as all currently available public information.

Issuer:	<ul style="list-style-type: none">Bergen Carbon Solutions AS ("BCS" or the "Company"), registration number 917 453 527
Pre-money share capital:	<ul style="list-style-type: none">Shares outstanding: 25,554,000 shares (each with a par value of NOK 0.003), with ISIN NO 001 0950249Outstanding rights to shares: 4,978,000 options, each with an exercise price of NOK 6.026Pre-money market capitalization: Approximately NOK 359 million on a fully diluted basis
Equity Offering:	<ul style="list-style-type: none">Private placement to raise gross proceeds of approximately NOK 80 million through the issuance of up to 6,808,511 new ordinary shares in the Company (the "Offer Shares")
Subscription Price:	<ul style="list-style-type: none">NOK 11.75 per share
Use of proceeds:	<ul style="list-style-type: none">The net proceeds from the Equity Offering will primarily be used to support the Company's growth plans, which include deploying a total of 18 production modules by the end of 2023. In addition, investments will be made to further strengthen the organization within sales, R&D and production
Cornerstone investors:	<ul style="list-style-type: none">Certain investors, including Saga Pure ASA, Tycoon Industrier AS, Awilco AS with affiliate parties and Nordea Investment Management, have committed to subscribe for an aggregate amount of NOK 60 million in the Equity Offering and have been granted full allocation for their subscribed amounts.
Lock-up:	<ul style="list-style-type: none">Shareholders with a holding above 5% at the time of the Equity Offering, board memberships or leading positions in the Company have entered into a lock-up agreement with the Managers for shares owned, directly or indirectly, as of the date of the Equity Offering for a period of 6 months following completion of the Equity Offering
Minimum subscription:	<ul style="list-style-type: none">The NOK or share equivalent of EUR 100,000, provided that the Company may, at its sole discretion, offer and allocate an amount below the NOK equivalent of EUR 100,000 in the Equity Offering to the extent exemptions from prospectus requirements, in accordance with Regulation (EU) 2017/1129, are available
Application Period:	<ul style="list-style-type: none">Start of application period: 22 March 2021 at 12:00 CETClose of application period: 23 March 2021 at 16:30 CETThe Company may at its own discretion extend or shorten the Application Period at any time and for any reason. If the Application Period is shortened or extended, the other dates referred to herein might be changed accordingly.
Settlement dates:	<ul style="list-style-type: none">Allocation: On or about 24 March 2021Payment: On or about 26 March 2021
Listing:	<ul style="list-style-type: none">The Company intends to apply for its shares to be admitted to trading on Euronext Growth Oslo, a multilateral trading facility operated by the Oslo Stock Exchange, subject to and following completion of the Equity Offering. It is envisaged that such application will be made within March 2021, with a targeted first day of trading on or about 16 April 2021

Introduction to the investment opportunity



BCS seeks capital to accelerate scale-up of production and new growth opportunities to secure a strong market position

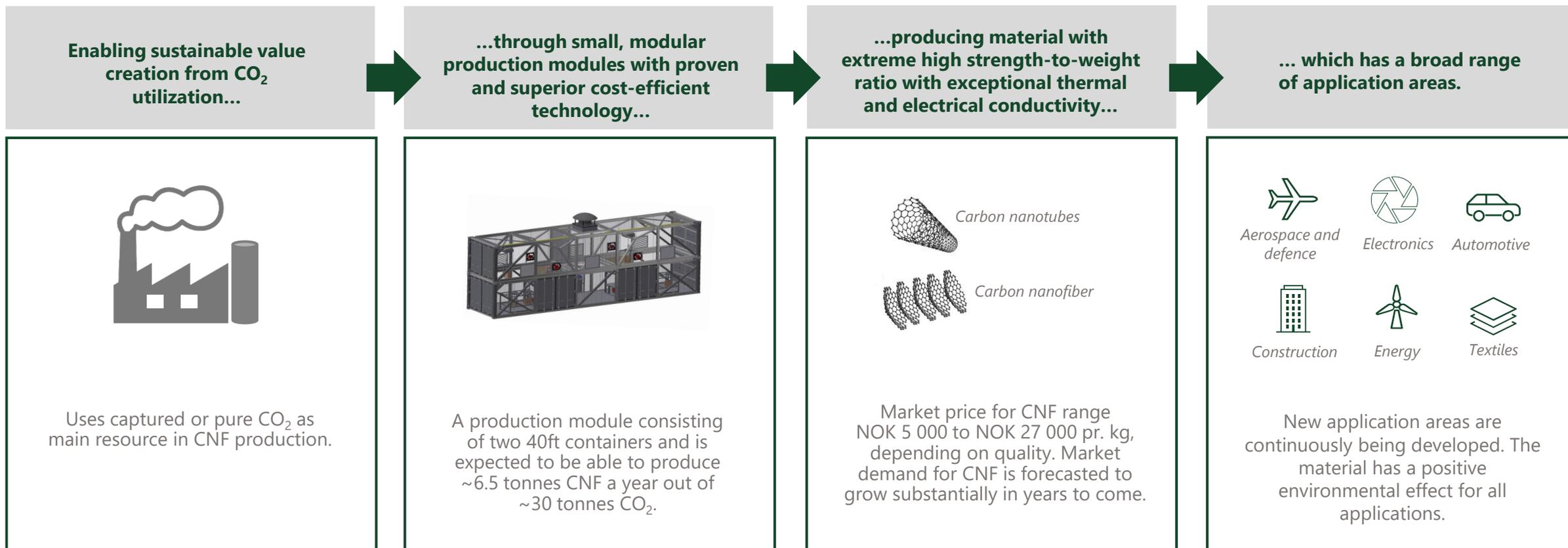
Conditions for completion:	<ul style="list-style-type: none"> Completion of the Equity Offering is subject to: (i) necessary corporate resolutions of the Company, including resolution by the extraordinary general meeting to be held on or about 29 March 2021, resolving to consummate the Equity Offering and allocate and issue the Offer Shares and (ii) registration in the Norwegian Register of Business Enterprises (BRREG) of the share capital increase pertaining to the new shares expected on or about 7 April The Company and the Managers reserve the right, at any time and for any reason, to cancel and/or modify the terms of the Equity Offering. Neither the Company nor the Managers will be liable for any losses incurred by applicants if the Equity Offering is cancelled, irrespective of the reason for such cancellation
Selling restrictions:	<ul style="list-style-type: none"> The Equity Offering is directed towards investors subject to applicable exemptions from relevant prospectus requirements, (i) outside the United States in reliance on Regulation S under the US Securities Act of 1933 as amended (the "US Securities Act") and (ii) in the United States to "qualified institutional buyers" ("QIBs") as defined in Rule 144A under the US Securities Act who are major U.S. institutional investors under SEC Rule 15a-6 under the United States Exchange Act of 1934. Applicable selling restrictions will apply. Please see the Application Agreement (as defined below) for further information)
Documentation:	<ul style="list-style-type: none"> The investor documentation comprises of an investor presentation, an application agreement and this term sheet (all dated 22 March 2021), as well as all currently available public information (the "Offering Materials"). An information document, prepared in connection with the application for admission of the Company's shares on Euronext Growth Oslo, will be published before the first day of trading at Euronext Growth Oslo. This will take place after the application period in the Equity Offering and the participants in the Equity Offering will hence not be able to review or base their investment decision on such information document. NOTE: Only limited due diligence investigations of the Company have been conducted prior to the Equity Offering. Other than this, the Managers have not taken any steps to verify the information in the Offering Materials other than obtaining certain customary written confirmations from the Company and its representatives, hereunder a declaration of completeness signed by the Company whereby the Company has confirmed, to the best of its knowledge, that the Offering Materials in all material respect is correct and that there are no material omissions. Investors who apply for shares in the Equity Offering will by making their application agree that they have made all the necessary investigations and analysis of the current publicly available information to arrive at an investment decision on their own.
Allocation:	<ul style="list-style-type: none"> The allocation will be made at the sole discretion of the Company's Board of Directors, to be confirmed by the extraordinary general meeting on 29 March 2021, which will focus on criteria such as (but not limited to) existing ownership in the Company, timeliness of the application, relative order size, sector knowledge, perceived investor quality and investment horizon.
Target market	<ul style="list-style-type: none"> Professional and eligible counterparties. Negative Target Market: An investment in the Offer Shares is not compatible with investors looking for full capital protection or full repayment of the amount invested or having no risk tolerance, or investors requiring a fully guaranteed income or fully predictable return profile.
Managers:	<ul style="list-style-type: none"> Norne Securities AS and Fearnley Securities AS

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A pioneer within CO2 value creation

Innovative and green production method for carbon nanofiber (CNF) – a zero emission solution



A single production module is expected to produce CNF worth more than NOK 30m a year based on a market price of NOK 5 000 per kg CNF



Bergen Carbon Solutions at a glance

Key company highlights

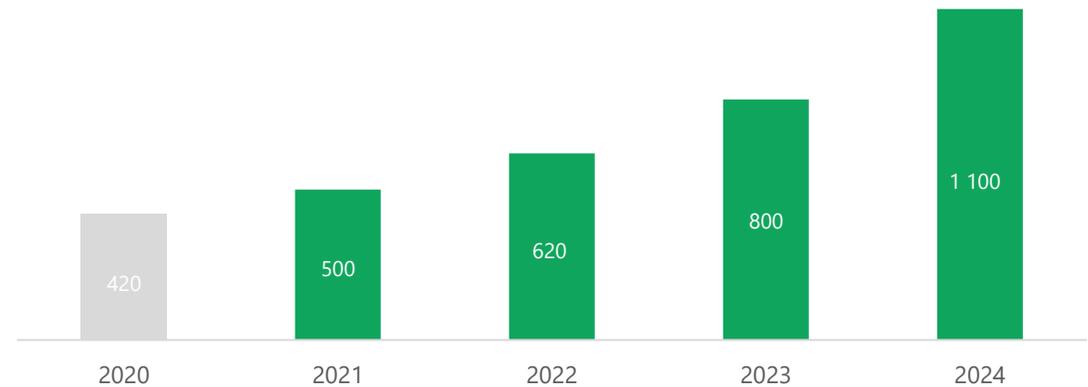
- Bergen Carbon Solutions (BCS) turns CO₂ into a strong and light super material called carbon nanofiber (CNF), with significant value for global key industries.
- Value creation based on captured carbon – utilization rather than storage.
- Positive climate impact through reduced energy and carbon footprint in both ends of the value chain
 - zero CO₂ emission
 - on average more than 90% lower energy consumption than for traditional CNF production methods
 - producing long-lived super material
- Innovative and green production method – a zero emission solution.

Business overview

-  Production method and technology verified by DNV-GL, and BCS has been producing CNF at their test facility since summer 2020.
-  Production site secured in Norway; agreement with waste management facility, LOI signed with one of the worlds largest CO₂ test facilities and with industrial company within aluminium production.
-  Identified customers interested in purchasing initial volume of produced CNF.
-  Clear growth plan in terms of additional production sites, modules and potential customers.

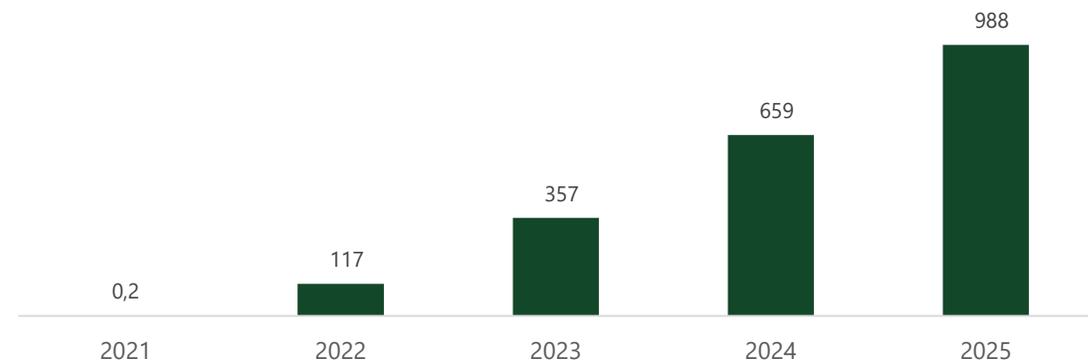
Market overview

High global growth expectations for carbon nanofiber (USDm)



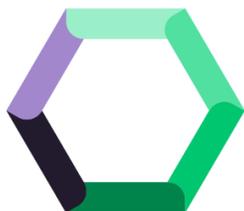
Sales revenue forecast

Forecasted revenue >NOK 100m before end of 2022



Investment highlights

Unique carbon nanomaterial producer with technology based on carbon capture and utilization from CO₂ emissions



1 Validated and verified production technology for producing carbon nanofiber

- Production method verified by DNV-GL (please refer to slide 31 for details).
- Operation since summer 2020 at BCS' test factory, with high quality CNF produced.
- Strategic parts of the production process is patented in Norway, with patent pending in Europe.

2 Underdeveloped market with immense growth potential

- Global CNF market is expected to grow by ~20-40% yearly towards 2024, and prices between NOK 5 000 and NOK 27 000 per kg depending on quality.
- CNF (and CNT) is today used for a variety of applications such as additive to composite materials, batteries, supercapacitors and solar desalinations. New application areas are continuously being developed.

3 Unique solution with potential to become a game changer

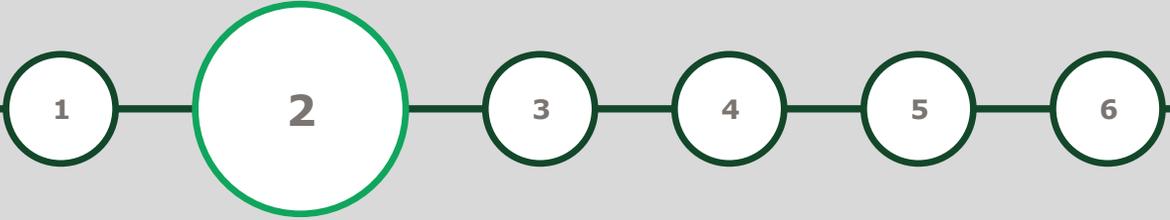
- Significantly lower energy consumption – 50 kWh vs. 1400 kWh per kg CNF on average for traditional methods.
- Compact reactor and solution, assembled where suited, with possibility to move to an other location if necessary.
- Zero emission production planned, in contrast to traditional methods where 1 kg of CNF results in +600 kg CO₂.

4 Sustainability through CO₂ value creation

- The core of the business is turning CO₂ into value – capture and utilization, instead of paying for expensive storage.
- BCS uses an energy efficient production method powered by renewable energy sources. The product which has numerous applications areas, is CO₂ negative, and therefore marketed as *green CNF*.

5 Highly visible path to realize significant growth and exceptional financial performance

- With current business plan, the company is expected to reach more than NOK 350m in revenue during its second full year of production (FY 2023). EBITDA margin end of forecast period (2021-2025) has the potential to be in the area of 60%.
- Production site secured in Norway. CO₂ emissions at planned production sites can potentially be used to produce more than 100 000 tonnes of CNF through BCS innovative production method.



Market Overview



Introduction to carbon nanofiber (CNF)



Material with extreme high strength-to-weight ratio with exceptional thermal and electrical conductivity

Carbon nanofiber (CNF)

- CNF is carbon fiber at the nanometer scale, consisting of several graphene flakes. Lighter than plastic and stronger than steel, with exceptional thermal and electrical conductivity.
- Has a unique combination of strength, durability and conductivity and a vast range of applications and qualities which can be transferred when combined with other materials.
- The material is in rapidly growing demand for a wide range of industrial and technological applications. It has the appearance of black powder.
- Market price between NOK 5 000 and NOK 27 000 per kg, depending on product quality.

Application areas

CNF is today used for a variety of applications such as additive to composite, lithium-based batteries, supercapacitors and solar desalinations. New application areas are continuously being developed. The material has in most applications a clear environmental positive effect. The most important industries for current use of CNF:



Aerospace and defence



Electronics



Sports



Automotive



Construction



Energy

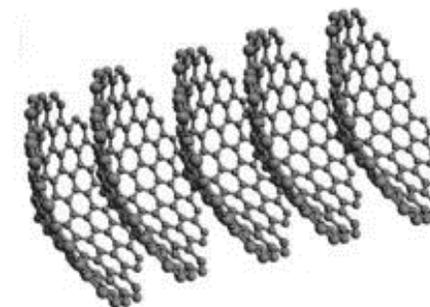
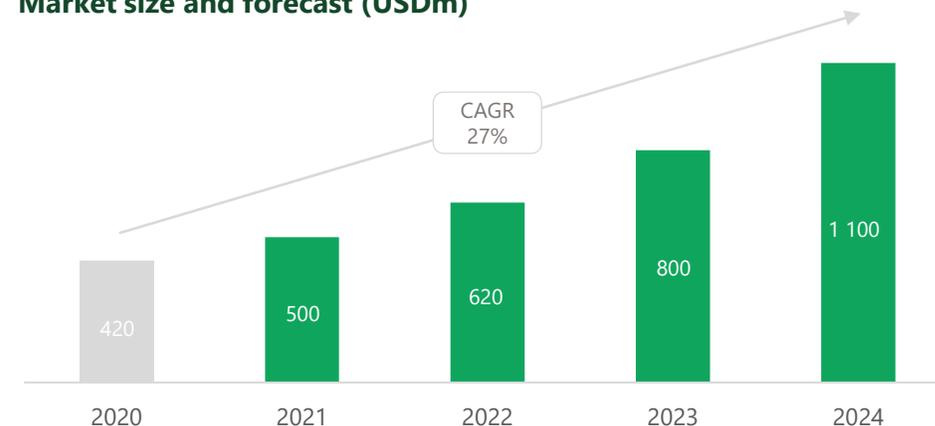


Textiles



Others (incl. medical, air and liquid filtration)

Market size and forecast (USDm)



Carbon nanofiber

Sources: PwC analysis, October 2020

Carbon nanomaterial market

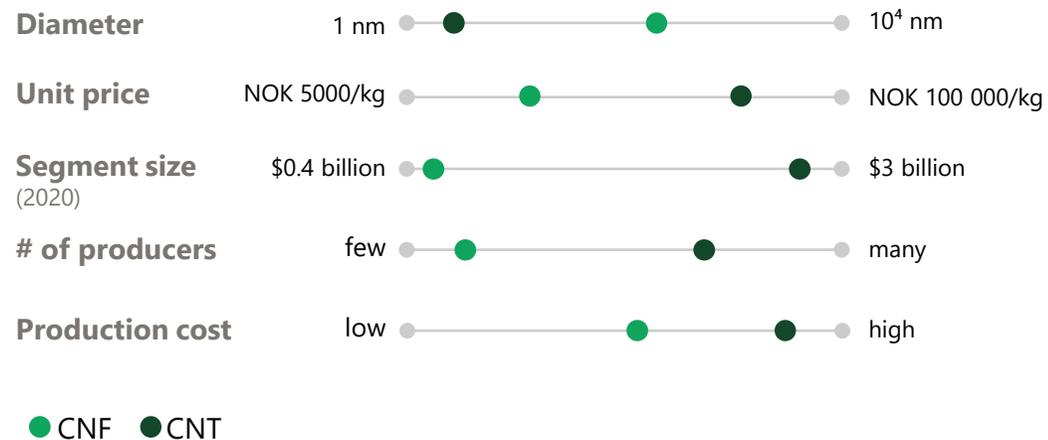
A market that is expected to grow by more than 2.2x towards 2024



Two segments – one market

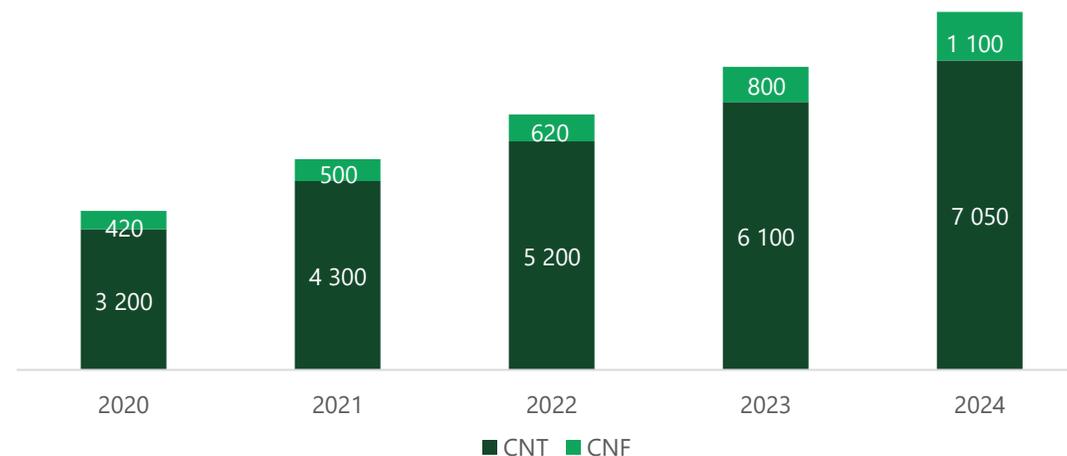
- BCS' production method can produce both CNF and CNT. The majority of volume produced in the pilot module has been CNF. With the growing demand for CNF, BCS therefore has chosen to target customers demanding green CNF as a first phase of commercialisation.
- Carbon nanofiber and carbon nanotubes are two materials which are so similar that they are commonly being mistaken for each other, but both are segments in the carbon nanomaterial market.
- CNT are smaller than CNF and more difficult to produce which is reflected in a higher product price. Both have an extremely high strength-to-weight ratio, heat tolerance and conductivity, making them ideal strengthening additives. Carbon nanomaterials are extremely resistant to corrosion.
- The application areas of both materials are similar but CNT are more versatile due to its smaller size.

CNF and CNT overview



Sources: PwC analysis, October 2020

Estimated value development of CNF and CNT market (USDm)



As growth potential is linked to new application areas being uncovered and successfully implemented there is uncertainty regarding the estimates. As illustrated, both segments are expected to see massive growth over the next 4 years, driven by widespread demand and new areas for use.

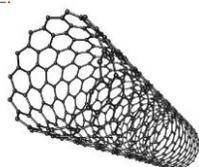
Potential future market - Carbon nanotubes (CNT) market overview



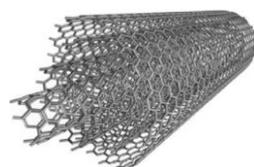
The market for carbon nanotubes estimated to grow in volume yearly by 20% to 34% until 2024

Carbon nanotubes market is growing as new application areas are identified

- CNT are hollow cylinders made from rolled sheets of graphene. They can be single-walled and multi-walled. The two-dimensional hexagonal structure of graphene offers very little resistance to the movement of electrons, meaning the material conducts electricity very efficiently.
- The global CNT market was estimated by PwC to be worth about 2.8 billion USD in 2019. This equals approx. 2,300 tonnes CNT, and PwC project that the market will be close to 7,000 tonnes by 2024.
 - Estimated CAGR of almost 24%.
- The currently largest producer of CNT, LG Chem, expects demand for CNT to post strong growth of an annual average of about 34% to rise from 3,000 tonnes in 2019 to 13,000 tonnes by 2024 - mainly due to the global electric vehicle and battery market.¹⁾
- CNT's use is wide-ranging including batteries, semiconductors, automobile parts, aircraft fuselages etc. Important drivers of growth are technological advancements and the use of CNT in batteries, electric vehicles and in the aerospace industry.
- Common methods for industrial production are arc discharge, high-pressure carbon monoxide disproportionation, chemical vapor deposition (CVD), and laser ablation. The methods are highly energy intensive and 1 kg of CNF results in +600 kg CO₂.

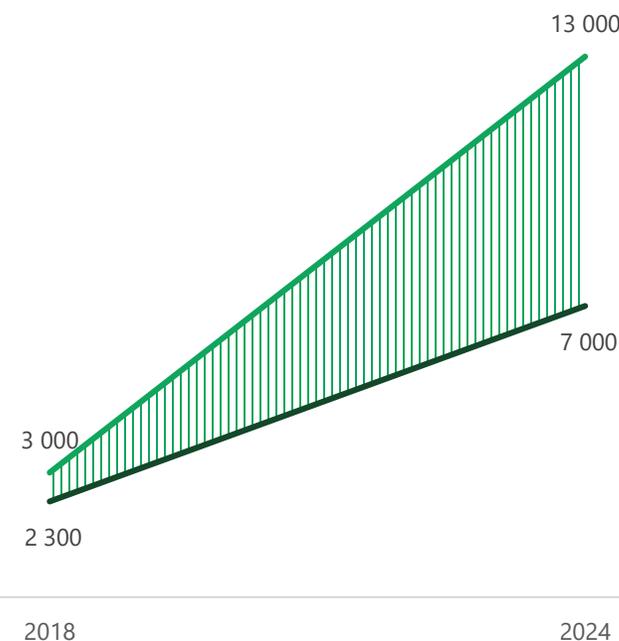


Single-walled



Multi-walled

Market size estimates



— PwC estimates (tonnes per year) — LG Chem estimates (tonnes per year)¹⁾

¹⁾Sources: <https://www.greencarcongress.com/2020/04/20200427-lgchem.html>

Green footprint



Zero emission production contributes positive to sustainable development goals

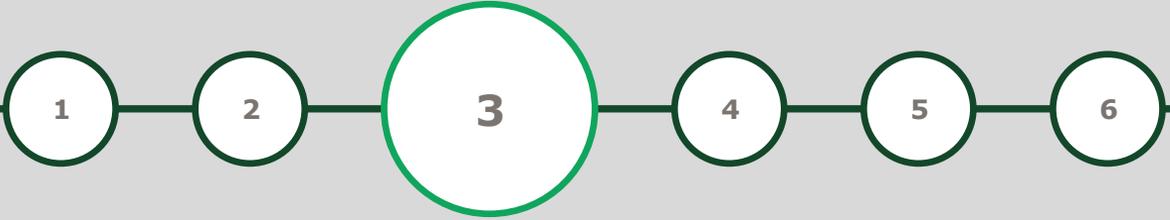
The UN's Sustainable Development Goals are a call for action by all countries to promote prosperity while protecting the planet. They recognize that ending poverty must go hand-in-hand with strategies that build economic growth and address a range of social needs including education, health, social protection, and job opportunities, while tackling climate change and environmental protection.

BCS' contribution by converting CO₂ into CNF will meet several of the UN's Sustainable Development Goals. In addition to the positive environmental effects, this could enable BCS to:

- Market the products as carbon positive/environmental friendly
- Be eligible for "green" financing
- Apply for grants designed for environmental purposes



"Carbon capture utilization and storage is a crucial variable in the Sustainable Development Scenario, designed to meet the UN's energy and climate related sustainable development goals" – IEA



Company Overview



Bergen Carbon Solutions at a glance

Producer of green carbon nanofiber



Founded in 2016 by Jan B. Sagmo and Finn Blydt-Svendsen based on award winning bachelor thesis at Western Norway University of Applied Sciences.



Located in Bergen, Norway, in industrial cluster near Flesland airport.



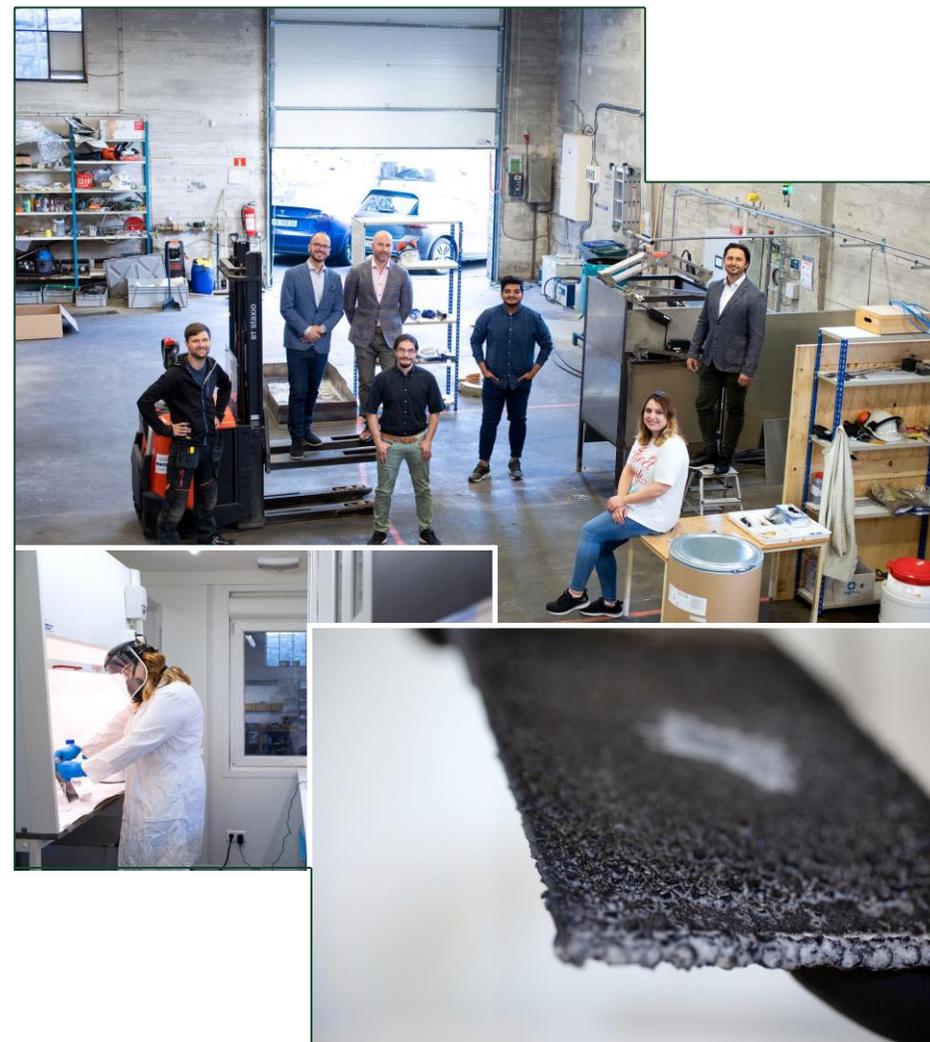
18 employees, several with PhD, master degrees, technical background and higher education in fields such as physical and electro chemistry, industrial engineering and automation.



Technology that enables the production of green CNF from CO₂ through an extremely cost-efficient production method. Technology is verified by DNV-GL. Pilot production module has been producing CNF since June 2020.



Site for commercial production module secured in Norway; agreement with waste management facility (BIR Rådalen), LOI signed with one of the worlds largest CO₂ test facilities (Technology Centre Mongstad) and with industrial company within aluminium production (Alcoa Mosjøen).

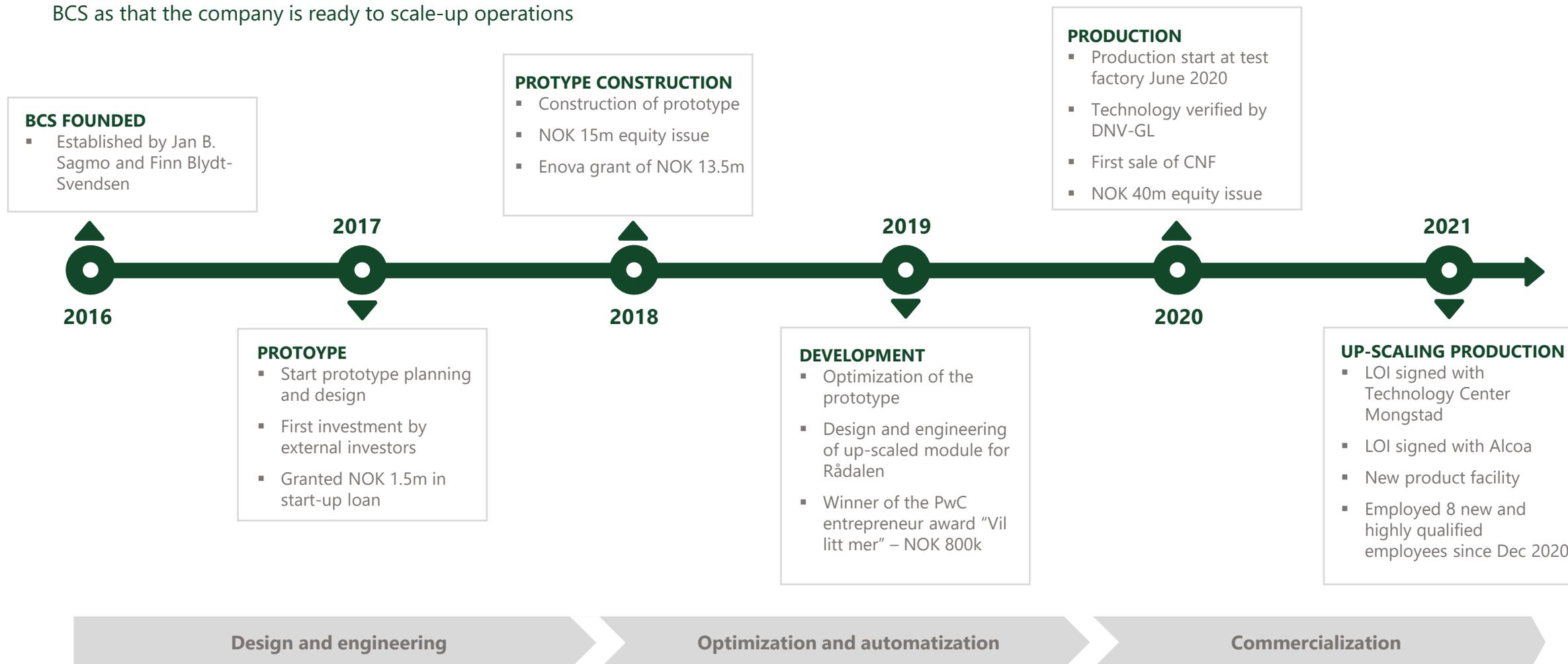


Key steps in the development of BCS to date



Significant resources applied into R&D and production method is verified to secure that the company is ready to scale-up operations

BCS as that the company is ready to scale-up operations



BCS key team members



Well balanced team with a strong chemical engineering background combined with entrepreneurial spirit



Jan B. Sagmo – CEO

- BChE from HVL with award winning B.S. thesis. Other academic degrees: Innovation and entrepreneurship, Master in Knowledge, P&CM.
- Founder of BCS in 2016. More than 20 years of leader experience. Board member and consultant to several start-up companies.
- Expertise within management, chemical engineering and process together with entrepreneurial start-up.



Finn Blydt-Svensden – COO

- BChE from HVL with award winning B.S. thesis and has a helicopter pilot's license
- Founder of BCS in 2016.
- Expertise within chemical engineering and process. Responsible for production of CNF, hereunder all product related development together with customer and supplier contracts at BCS.



Kåre Voldsund – CFO

- MSc in Industrial Engineering and Technology Management from NTNU.
- Started at BCS in 2020. More than 25 years of experience as management consultant and as a line manager in large organizations such as Kristian Gerhard Jebsen Skipsrederi, EY Advisory, Lawson and PA Consulting.



Ivan Eriksen – CMO

- Degree in Project Management from Nord University and Bachelor in Automation from HVL.
- Started at BCS in 2016. Previous work experience from BioCoTech as international sales manager.
- Responsible for sales and marketing at BCS.



Hammad Majeed – R&D Manager

- PhD in Chemical Process Engineering from NTNU.
- Started at BCS in 2020. Previous work experience from Aibel and Aker Solutions.
- Responsible for process design, improvements in production plants together with R&D projects and logistics at BCS.



Håvard Husby – CTO

- Master in electrochemistry from the Norwegian University of Technology and Science (NTNU).
- Expertise within engineering and project management from onshore and offshore industry.



Nikou Fazel – Logistic Manager

- MSc in Physical Chemistry, Petroleum Technology and Physical Chemistry from University of Bergen.
- Started at BCS in 2018.
- Project leader of design and manufacturing purification module of CNF and member of the R&D team at BCS.

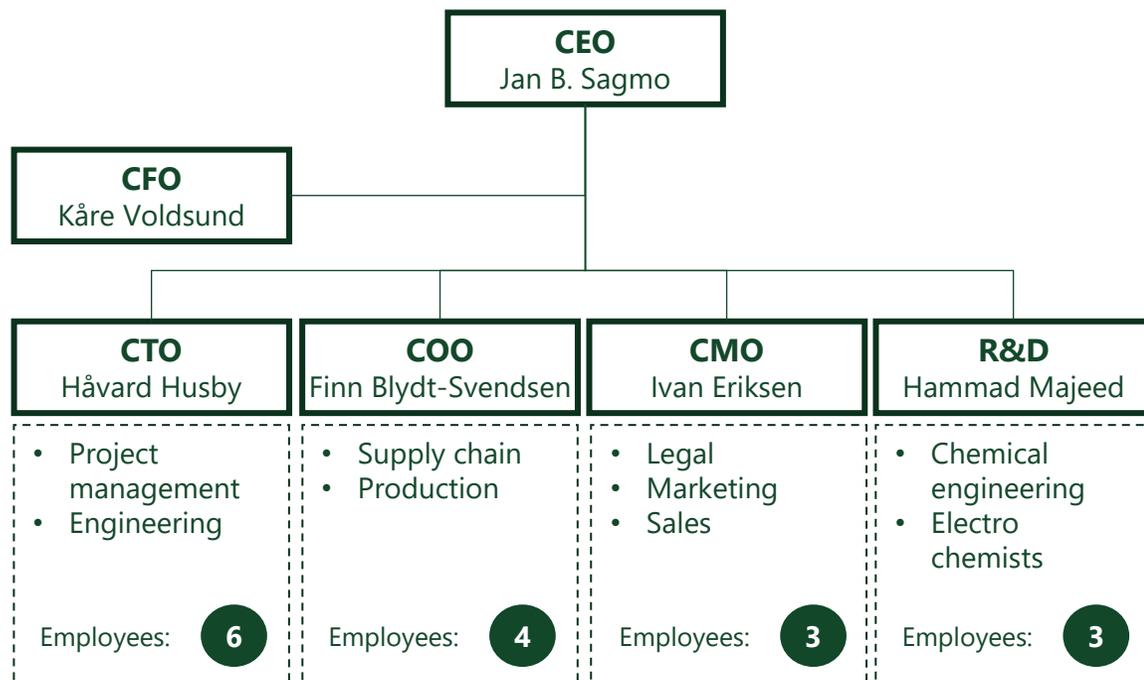


Lizbeth Jacobsen – Project manager

- Bachelor in electronical engineering with specialty in microwave radio transmission.
- Extensive project management expertise from telecommunication, oil & gas industry and entrepreneur business.

BCS organization chart and board members

An organization structured for high volume production of CNF and CNT



The board of Bergen Carbon Solutions per March 2021:

Chairman	Dag Vikar Skansen
Board member	Atle Tvedt Pedersen
Board member	Bjørn Simonsen
Board member	Finn Blydt-Svendsen
Board member	Jan Børge Sagmo

Bergen Carbon Solutions' competitive advantage



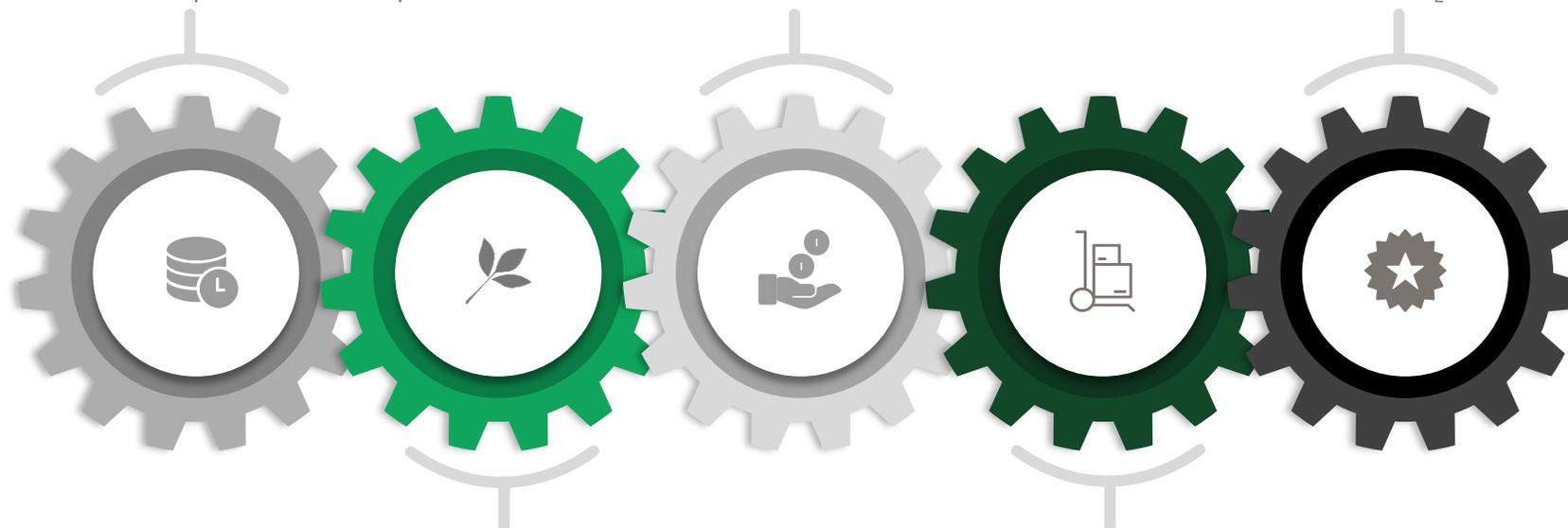
CNF production with a positive climate impact through reduced energy consumption and zero emissions

BCS has developed an energy efficient, carbon negative production method, to produce CNF out of CO₂, using only renewable energy and with O₂ as the only bi-product. BCS calls it **green CNF**.

Lower production costs
Highly energy efficient production, allowing BCS to achieve substantially lower production costs as energy consumption on average is more than 90% lower than known competitor's consumption.

Serve unmet demand
There is a growing demand for CNF, and especially for green CNF that is not being met today.

First mover
First ever (as far as the company is aware) to combine carbon capture with CNF production on a commercial scale with zero CO₂ emissions.



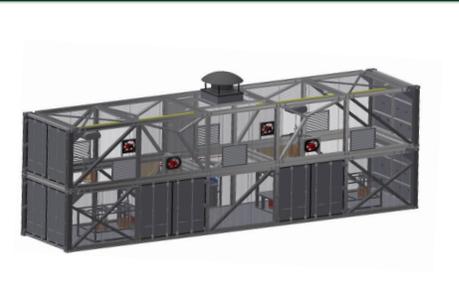
Environmental friendly production
Only renewable energy is planned to be used to drive the production and the only emission is oxygen.

Mobile production plants
A production plant with a small physical footprint. Made up by two 40ft containers that are easy to fit into different locations.

Preparing for an industrial scale roll-out

Potential for large volume CNF production



	Test center	BIR Rådalen	Technology Centre Mongstad	Alcoa Mosjøen
				
Description:	Located in Bergen at Flesland Production facility.	BIR is the regional waste management company in the Bergen area, with an WtE plant located in Rådalen.	TCM is one of the world's largest and most flexible plant for testing and improving technologies for CO ₂ capture.	Among the largest aluminium smelter sites in Europe.
Area CO ₂ emissions per year:	-	~200 000 tonnes	~100 000 tonnes	~400 000 tonnes
CNF potential with BCS production method:	Purchased CO ₂	~40 000 tonnes	~20 000 tonnes	~40 000 tonnes

Planned BCS production:

Feedstock:	Clean CO ₂	CO ₂ from flue gas	Captured CO ₂	Clean CO ₂ with low impurities
# BCS modules:	1 module	1 module	1 – 5 modules	1 – 5 modules
Exp. CNF volume:	3.25 tonnes	3.25 tonnes	6.5 – 32.5 tonnes	6.5 – 32.5 tonnes
Status:	Production start expected Q1 2022	Production start expected Q1 2022	Production start expected Q1 2022 (pending signed agreement)	Production start expected Q2 2022

Target customers



Customer group 1 which can absorb large volumes will be targeted, as the first commercial module is completed

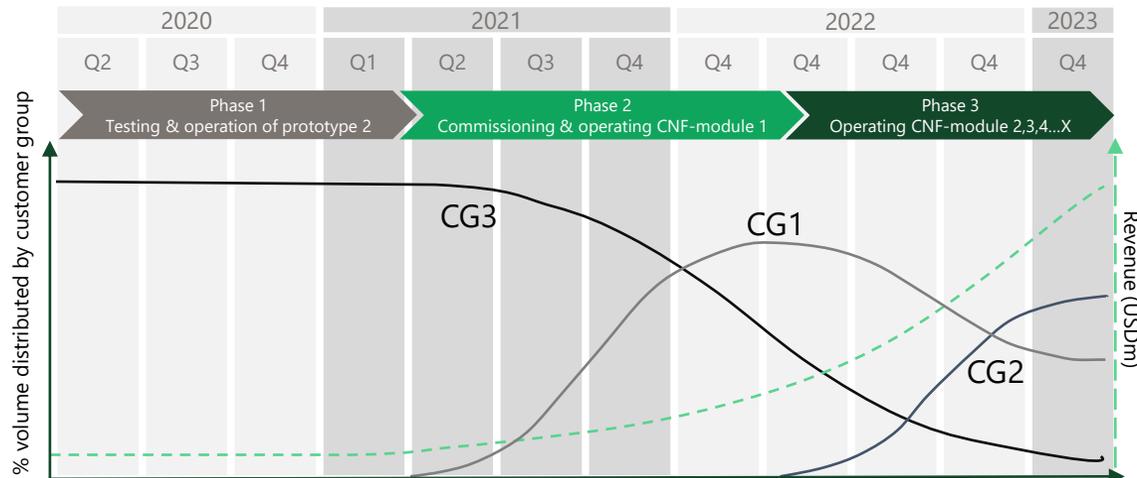
	CG1 CNF consumers	CG2 CCU	CG3 R&D partners
Description	 Companies that already procure CNF to be used in production of own products.	 Companies that will procure CNF to be used in production of own products and seek to reduce own CO ₂ emission.	 Companies that seek to cooperate for developing new products and application areas for CNF.
Examples	Electrical components Chemicals	Composite materials Cement Energy storage	Battery technology Consumer goods Coatings/Plastics

Go-to-market strategy

- The focus will be to sell CNF from module 1 to current customers and customers where dialogue has been established (CG3).
- Simultaneously, identified customers in CG1, which can absorb large volumes, will be targeted.
- Continued development of control and production systems will enable remotely controlled production, at which BCS will target CG2.
- Through BCS cooperation with CG3 it is likely that several customers in this customer group over time will transcend into CG1 or CG2.

Sales

- BCS will focus on close follow-up, especially of CG3 as the customer group will need more interaction and adjusting of small product volumes, as compared to CG1 and CG2 which requires a finished product in bulk.
- BCS will use established logistic providers to ship the product to CG3 and CG1. Furthermore, BCS will seek green transportation methods to uphold the green profile of the company.



Strong customer pipeline

Huge potential within current customer pipeline as key customers alone has the potential to purchase more than 250 tonnes of CO₂



400+ potential customers constitutes a strong customer pipeline for BCS within market segments with expected high growth. Offtake agreements actively discussed with several companies.



Combined estimated offtake from key customers (8 customers) is more than **250 tonnes of CNF** in 2021/22.

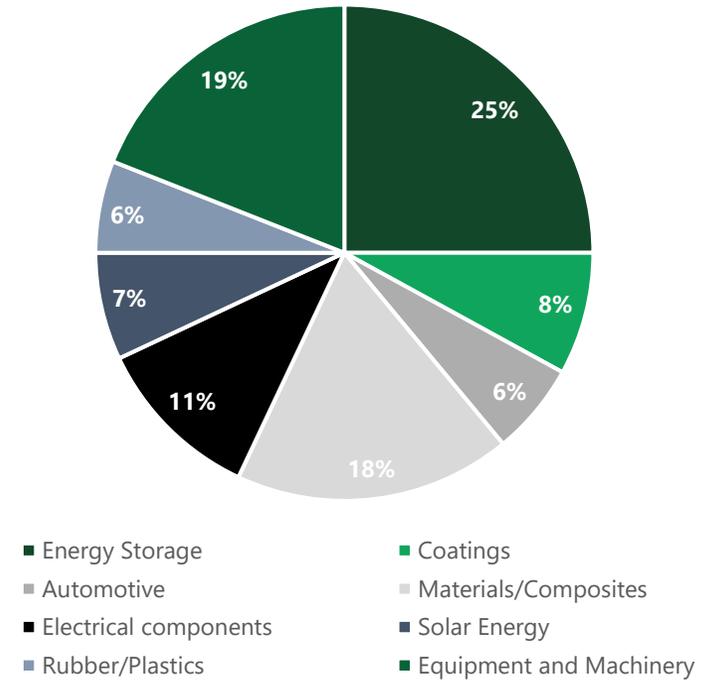


More than **30 different countries** represented in current customer pipeline as BCS has gained worldwide attention for green CNF. Established dialogue with mature CNF markets such as Japan.



BCS is working closely with several commercial customers on CNF research and development projects. New application areas are continuously being developed, hereunder new potential BCS customers.

Customer pipeline - market segmentation

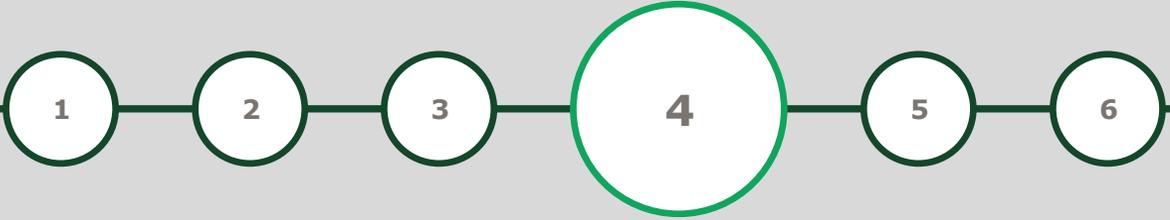


Three phased business model



The business model, where the different customer groups are targeted in different phases, is aligned with the company's growth plan

Key attributes	<ul style="list-style-type: none"> BCS sells a product (CNF) and a service (CC), not the hardware (CNF-modules) because: <ul style="list-style-type: none"> Customers do not desire the additional hassle of producing CNF or capturing CO₂ themselves BCS want to keep ownership and control of the production method and process as this is seen as a competitive advantage 		<ul style="list-style-type: none"> The customers pay per kg CNF procured and per kg CO₂ captured BCS operates and services the modules as needed Surplus CNF from CG2-modules is the property of BCS and will be sold to CG1 and CG3 Will use third party solutions for logistics and shipping, but will prefer green solutions if available
Key activities	<p style="text-align: center;">PHASE 1 - current</p> <ul style="list-style-type: none"> Sell CNF from optimized prototype Build and test CNF-module 1 	<p style="text-align: center;">PHASE 2 - short term</p> <ul style="list-style-type: none"> Sell CNF from CNF-module 1 Target multiple CG1-customers Produce and operate multiple CNF-modules 	<p style="text-align: center;">PHASE 3 - medium term</p> <ul style="list-style-type: none"> Sell CNF from CNF-module 1 Target multiple CG2-customers Produce and operate multiple CNF-modules remotely Sell surplus CNF from CG2-modules
CG priority	<p style="text-align: center;"> CG1 CG2 CG3 </p>	<p style="text-align: center;"> CG1 CG2 CG3 </p>	<p style="text-align: center;"> CG1 CG2 CG3 </p>
Pricing	<p>CG3 has a high willingness to pay (WTP) as it procure only small volumes for R&D purposes. Combined with the green attributes of the CNF, BCS will charge in the upper market price range.</p>	<p>BCS charges CG1 average+ market prices as the green attributes will drive demand. Product segmentation is key to still be able to charge premium prices from CG3. BCS might charge the CG for CC, if so, market price.</p>	<p>Same as for phase 2. In addition, BCS will charge CG2 for CC.</p>
Revenue streams	<ul style="list-style-type: none"> Sale of CNF 	<ul style="list-style-type: none"> Sale of CNF Consider sale of CC 	<ul style="list-style-type: none"> Sale of CNF Sale of surplus CNF Sale of CC



Technology Overview

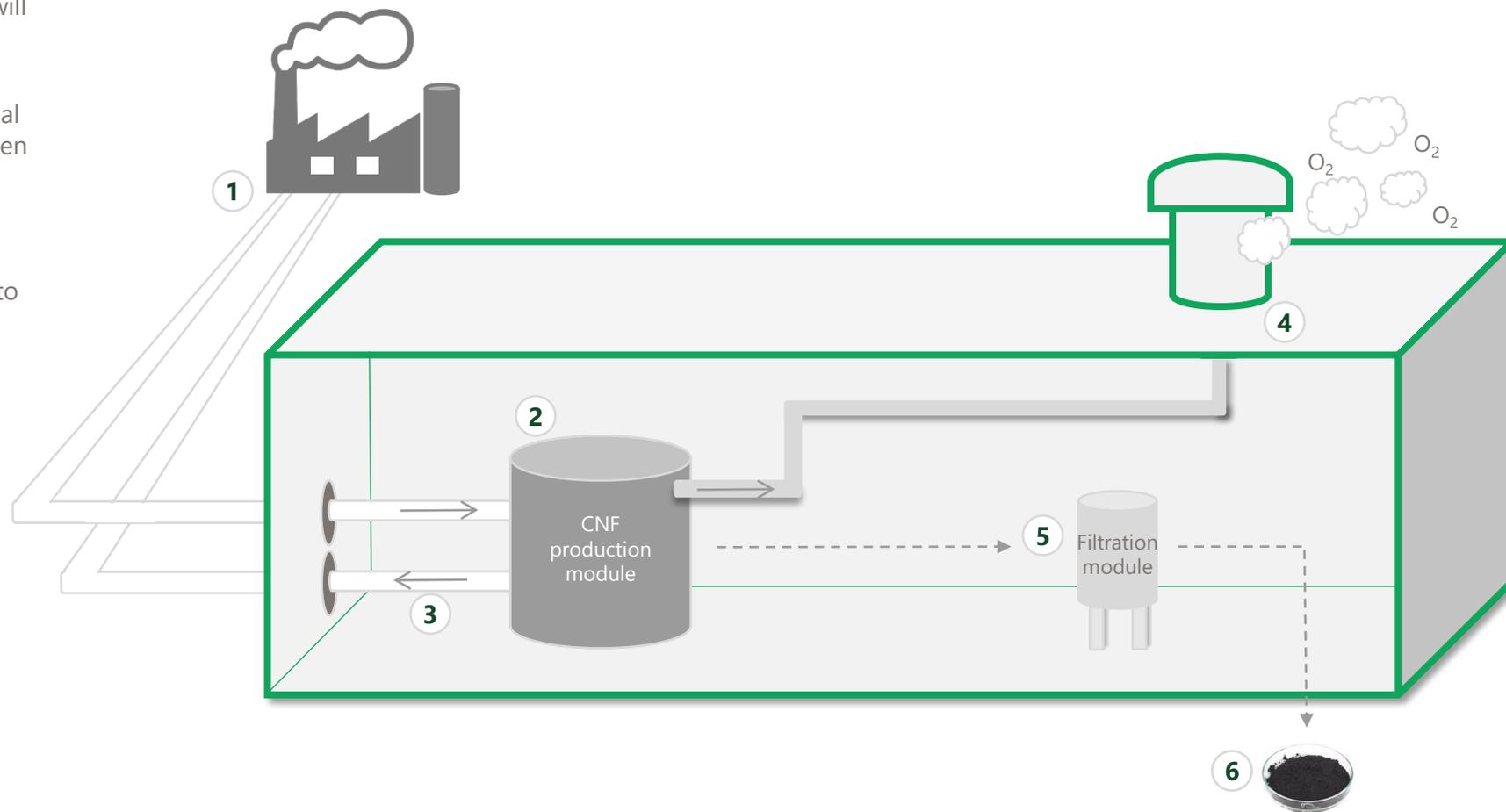


Production method in short



Production of green CNF with a new revolutionary method for production and a patented filtration module

- 1 CO_2 from carbon capture facilities or CO_2 emission directly from factory chimneys will be used as feedstock in CNF production.
- 2 An electrolysis process breaks the chemical bonding. Pure carbon (C) can then be taken out of the production module and transferred manually over to the filtration module.
- 3 In case of unutilized CO_2 , this is led back to the chimney system.
- 4 Oxygen (O_2) is emitted through a vented duct in the production module or sent back to the factory chimney system.
- 5 The carbon is filtrated in a patented filtration module.
- 6 Carbon nanofiber is ready for sale as a final product.



The heart of the production module

Compact production module with zero emissions and low energy use



Full container model

- A module based, mobile and compact production site, consisting of two 40ft. containers.
- Can be built at BCS' locations and assembled at customer/emission site.
- Solar panels on roof top of container together with Norwegian hydropower is planned to supply energy in the production process.



Reactor module

- Optimized rectangular process chambers where the chemical reaction process is conducting to build the CNF. There are four chambers in each reactor.
- The reactor is built from different parts such as process chambers, anodes, cathodes and heating modules.
- Required electricity for the CNF production and heating of the reactor is 50 kWh per kg CNF. In comparison, traditional CNF production methods requires 1400 kWh per kg CNF on average.

Filtration module

- The production process of CNF always results in some undesired by-products. A purification process is therefore necessary if high product purity is required.
- The unfiltered CNF product is taken out of the reactor and manually transferred to the filtration module.
- A patent application is approved for Norway (patent number 345003), and the process is on-going for Europe (Euro-PCT application).

Traditional production method vs. Bergen Carbon Solutions' production method



BCS produces CNF with significantly less energy consumption than conventional CNF production methods

1 Traditional method: Chemical vapor deposition

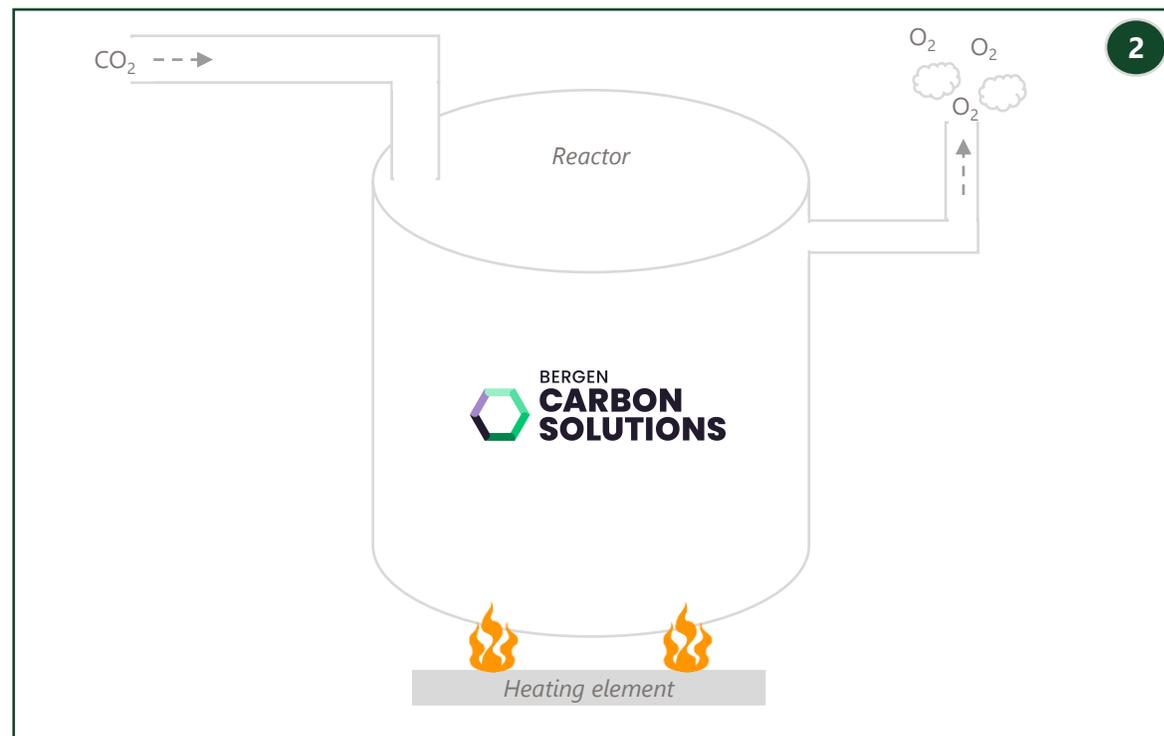
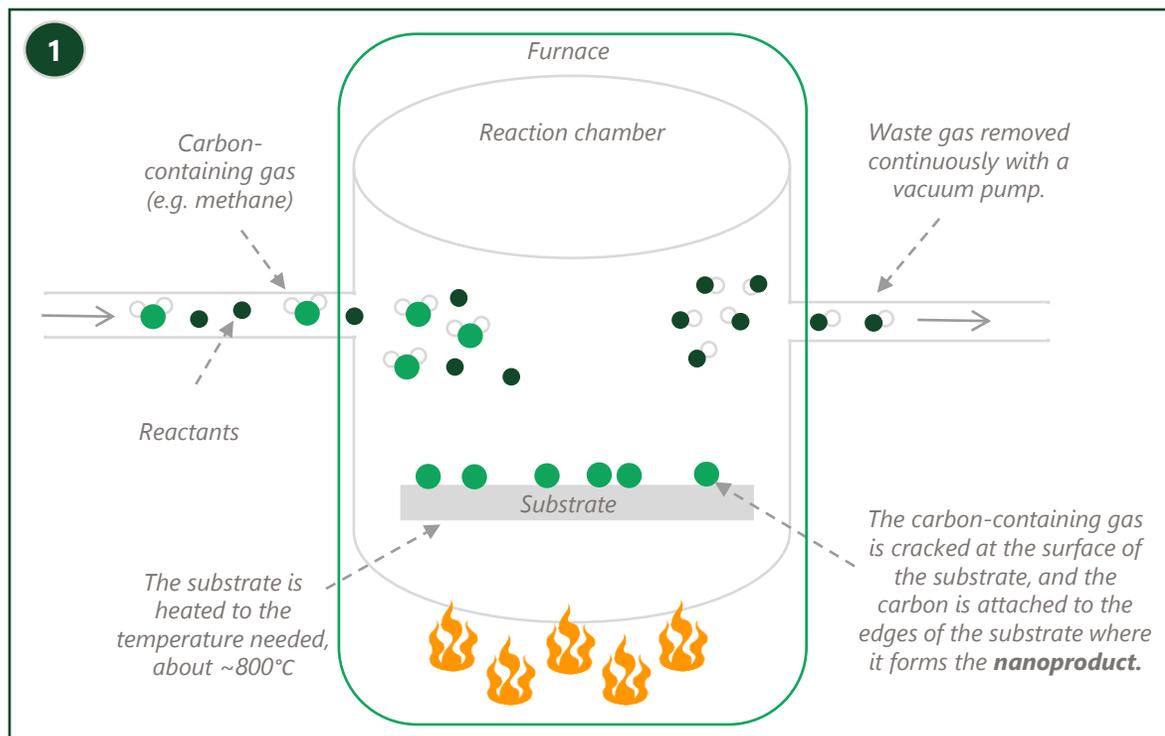
- Methane, carbon monoxide or acetylene
- Ammonia, argon, nitrogen or hydrogen
- 1 400 kwh per kg CNF on average
- Negative CO₂ impact (+600 kg CO₂ per kg CNF)

COMPAREABLE FACTORS

Carbon-containing gas
Reactants
Energy use
Climate impact

2 Bergen Carbon Solution: Electrolyze

- Carbon dioxide (CO₂)
- BCS formula
- 50 kwh per kg CNF
- Positive CO₂ impact



Technology verified by DNV-GL

The production is documented to be consistent and feasible within the defined application areas



DNV GL has been engaged by Bergen Carbon Solutions to perform an independent evaluation of BCS' technology for converting CO₂ to carbon nano products through electrolysis in a molten salt bath. DNV GL has applied the methodology of technology qualification as described in DNVGL-RP-A203 Phase 1.

Conclusion summary:

- The report states that BCS has documented consistent production of carbon nano products, namely graphene, fibers and tubes with bottled CO₂.
- DNV GL has concluded that it is considered feasible to obtain 70% conversion of CO₂ without CO₂ recycling, a selectivity to carbon nanoproducts of 70% of the converted CO₂ and a product purity of 90% for a pure CO₂ feed stream.
- The technology's carbon footprint is depending on several factors, such as the power consumption and source of the power supply, CO₂ conversion rate and recycle ratio, process efficiency, consumables, footprint calculation model etc. The report states that studies indicate that the production method is CO₂ negative, but more documentation is needed to validate this claim.

Uncertainties highlighted in the report:

- The feasibility of using a flue gas directly as feed has yet not been substantiated and will require additional testing to obtain proof of concept. Lab testing has been performed using flue gas, but the planned module in Rådalen will be the first test in full scale. As the module can be moved and the report has verified that captured CO₂ can be used as input in the production, the risk associated with the first production module is considered by BCS as low.

DNV-GL

STATEMENT OF FEASIBILITY

No. 2020-1074

This is to state that

Electrochemical synthesis of carbon nano products from CO₂

as detailed in /1/ has been evaluated in accordance with DNV-RP-A203 Technology Qualification /2/ for its designated use and DNV GL considers the technology feasible as defined in /2/ and thereby suited for further development and qualification.

Owner: **Bergen Carbon Solutions**

Name: Electrochemical synthesis of carbon nano products from CO₂

Description: The technology uses pure CO₂ gas to produce carbon products on the nanoscale, namely graphene, carbon nanofibers (CNF) and nanotubes (CNT), by electrolysis of CO₂ in a molten salt bath as further detailed in /1/ and /3/

Performance claims: Minimum 70 % conversion of CO₂ without CO₂ recycling, a selectivity to carbon nano products of 70% (of the converted CO₂) and a product purity of 90 % for a pure CO₂ feed stream has been demonstrated at pilot scale. Upscaling of the process to industrial scale, i.e. a modular unit fitting into two 40-foot containers, is considered feasible through further development and qualification /3,4/.

Main uncertainties: Subsequent qualification activities should address optimization and automation of the process to allow for industrial scale production, as detailed in /3/.

Involvement: DNV GL has been involved in the qualification process as required according to /5/ and has facilitated and documented the technology assessment phase of the technology qualification process /2/. The technology assessment has been based on the pilot scale setup at Garnes, Bergen.

Further qualification: Technology qualification can continue with a threat assessment to identify causes and mechanisms of failure to be considered /2/, and address the recommendations given in /3/.

Reference documents: /1/ Bergen Carbon Solutions, "Technology Qualification: Qualification basis" rev. 01, 2020-10-04
/2/ DNV-RP-A203, Technology Qualification, Sep 2019
/3/ "Technology Assessment", DNVGL-2020-1074 rev.0, 2020-11-03
/4/ Bergen Carbon Solutions, "Report of Production Unit September 2020 ver. 01", rev. 00, 2020-10-09
/5/ DNVGL-SE-0160, Technology qualification management and verification, Dec 2015

The qualification process is in progress and new sources of uncertainty might be discovered as qualification progresses. Attention is drawn to the iterative nature of the technology qualification process /2/.

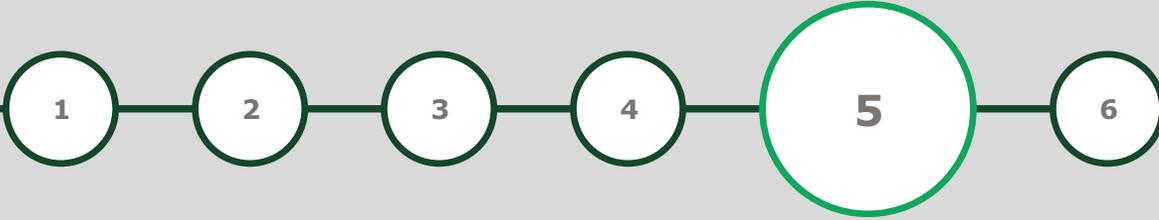
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for DNV GL AS

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Date: 2020.11.03
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Carl Fredrik Kresse
Project Sponsor

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Hanssen, Ketil Firing
Date: 2020.11.03
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Ketil Firing Hanssen
Project Manager



Growth Opportunities



Focus areas in order to secure a position at the forefront of CNF production



In accordance with BCS' business model the company has identified several internal and external focus areas for continued development of the company

Internal focus areas



Standardization

Continued focus on standardization and modularization of production modules to drive additional cost reductions and increase expansion potential.



Organization

Transitioning into commercial phase will require development also of the BCS management and organization. Both sales and production will be strengthened moving forward.



Innovation

Continued innovation on current technology to secure leading position and to be at the forefront in developing next generation carbon nanofiber production technology.

External focus areas



New R&D partnerships

Work towards new partnerships which potentially can lead to new key customers or new product segments. BCS is in dialog with both national and international parties.



Engage in new market opportunities

Continue to seek opportunities in new market segments. Examples are the cement and the steel industry. Active follow the development of new applications for carbon nanomaterials.

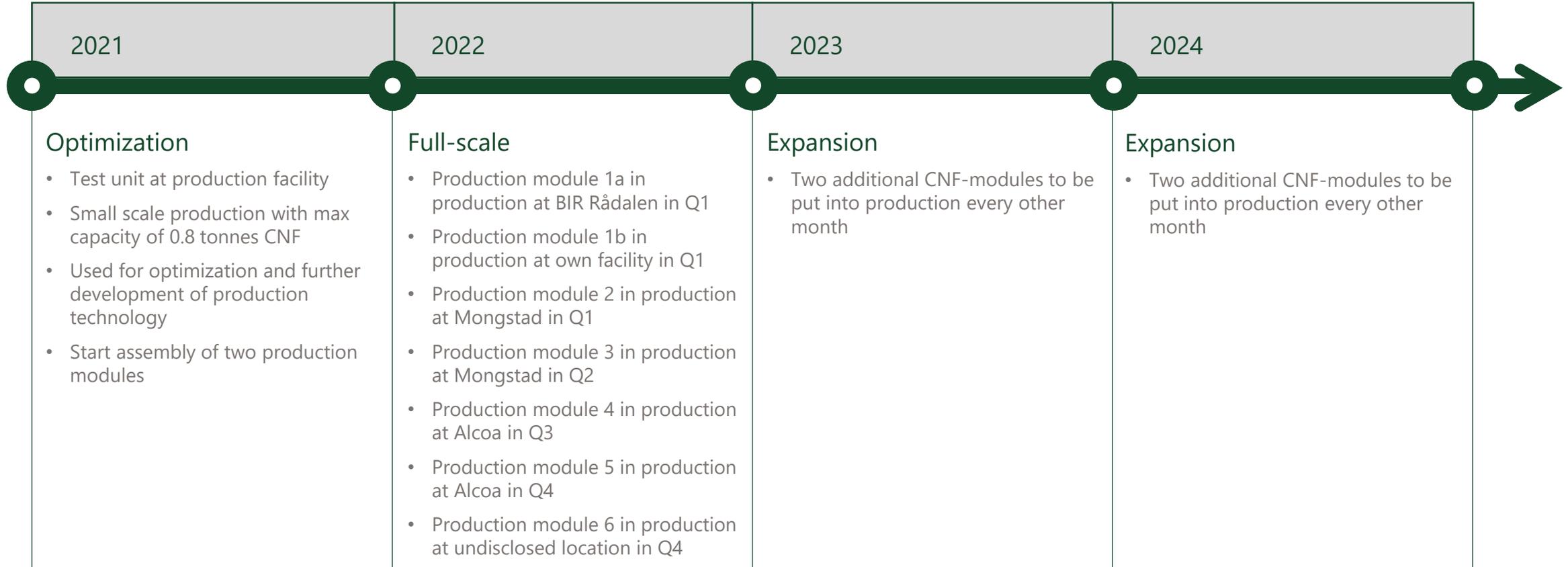


Geographical expansion

Discussions have started with international parties. Going forward the company will continue follow up on international leads and continuously evaluate timing to enter international agreements.

Milestones

Expansion plan founded on organic growth



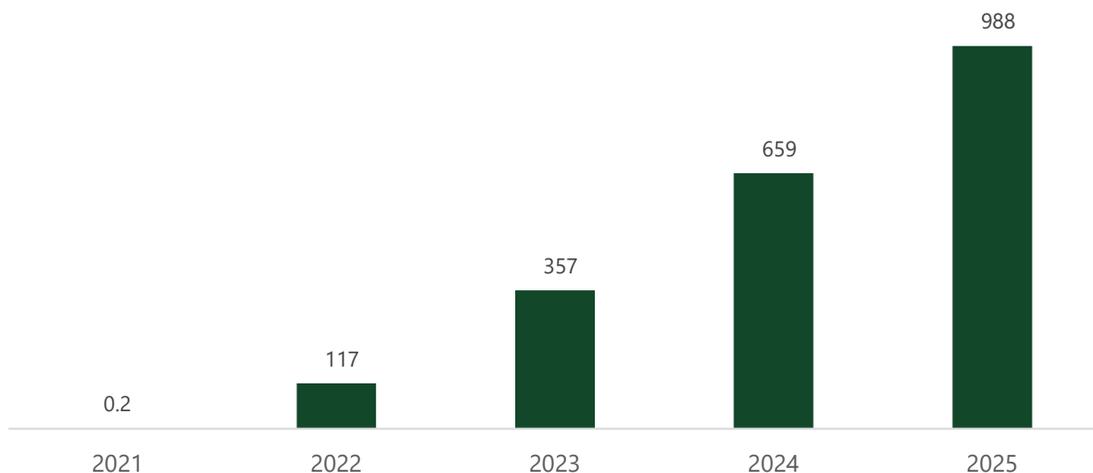
Production module 1a and 1b will have a max capacity of 3.25 tonnes of CNF a year

Financial model for future growth and margins

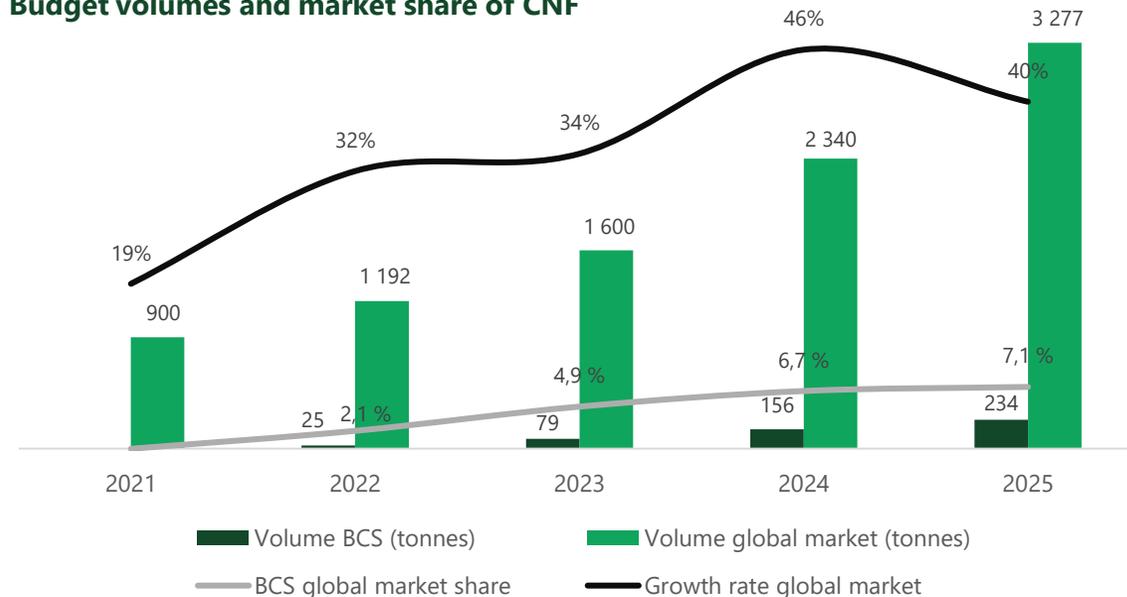
Attractive revenue and EBITDA growth potential



Revenue forecast



Budget volumes and market share of CNF



6,5 tonnes CNF per year
Expected production capacity for a single module with a capex of only NOK 17m (first module)



>NOK 100m revenue
Within two years BCS solution forecasts yearly revenue >NOK 100m



Q1 2022
BCS will start full-scale production Q1 2022, and is expected to have 44 modules in operation by year end 2025



NOK 30m
Monetary value of one-year production volume from a single module (at market price NOK 5 000)



Potential EBITDA margin of ~60%
EBITDA margin end of forecast period (2021-2025) has the potential to be in the area of 60%



7% global market share in 2025
Ambition to become the leading producer of green CNF

Key forecast metrics

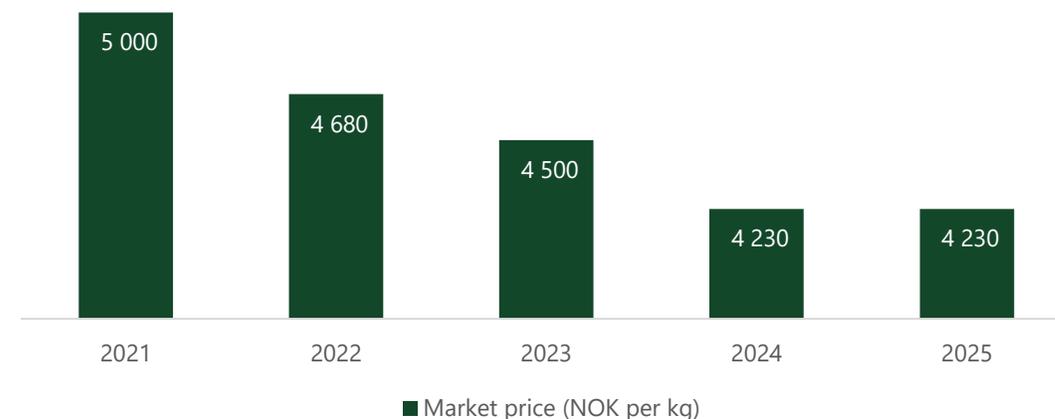


Conservative approach regarding market price and investment cost per production module used in forecast model

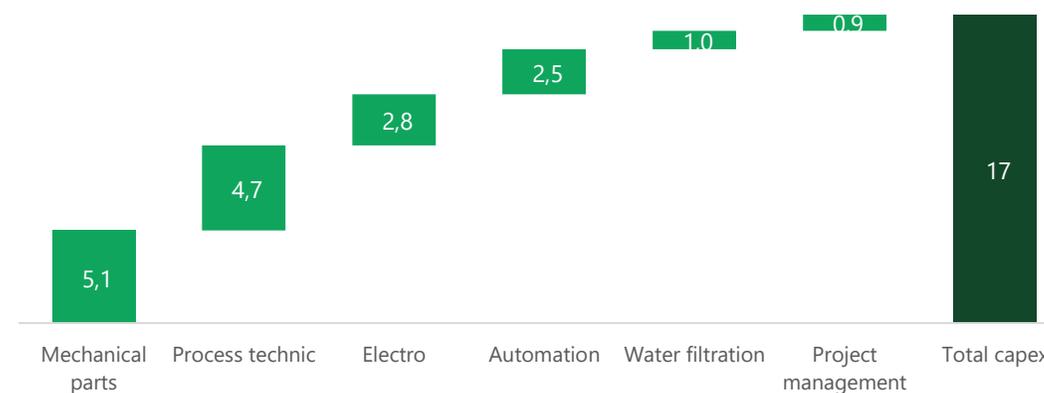
Comments

- Even though the market price range in today's market from NOK 5 000 and upwards, the company has chosen a conservative price development in the financial model.
- The production module will be comprised of "off the shelf" parts, and going forward, investment cost per module will decrease as the building process is standardized. Due economy of scale investment cost per module is expected to decrease.
- Production cost per kg projected to decrease due to economies of scale and optimization and improvements of production method. There are several areas where efficiency improvements are expected, and as BCS gain more experience with the production process it is not unlikely that production cost will decrease.

Forecasted development in market price of CNF (NOK per kg)



Investment cost first production module (NOKm)

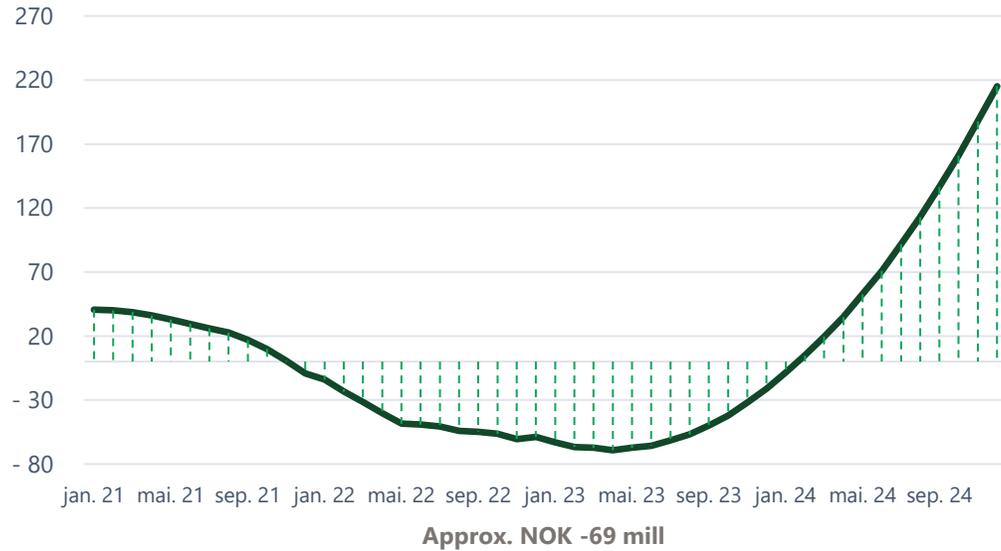


Cash flow prognosis

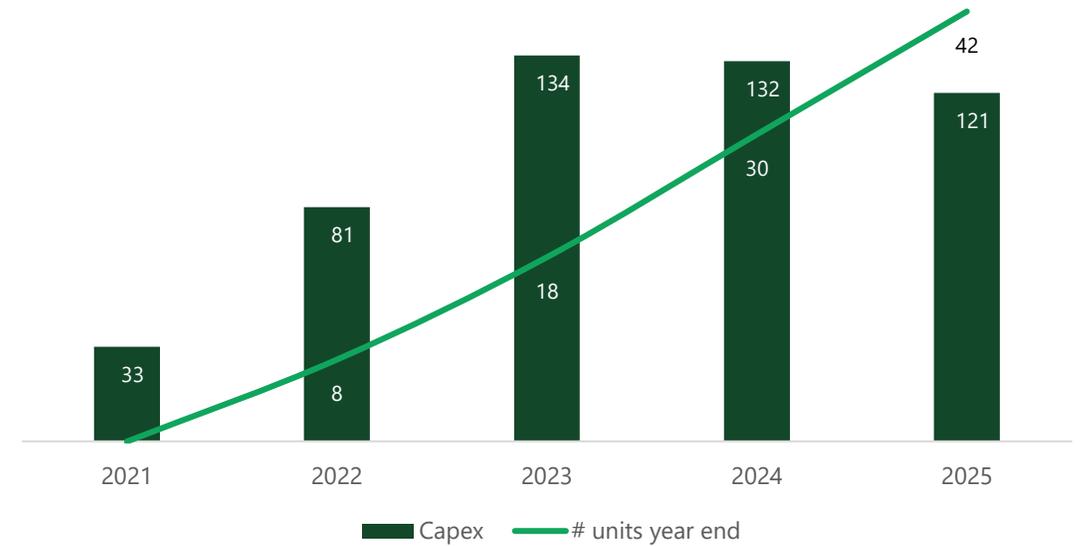


Cash positive operations after capex from Q1 2024

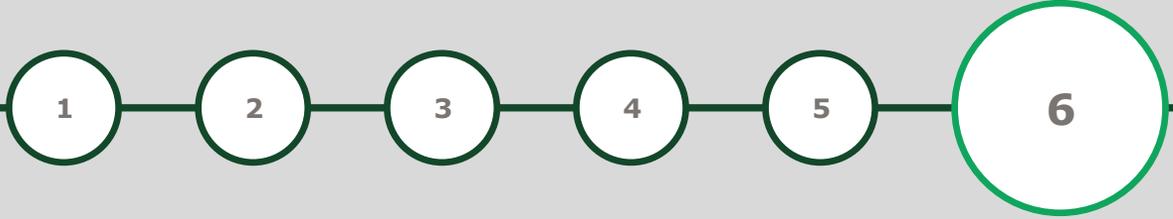
Cumulative cash flow forecast (NOKm)



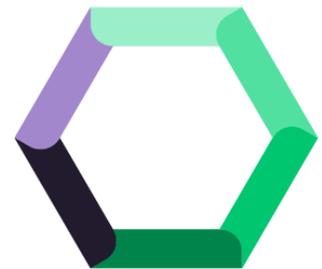
CAPEX (NOKm) and number of production modules year end



- The forecast shows that the company will have cash positive operations after capex from Q1 2024.
- Cash requirements according to the current budget model is approx. NOK 69m.



Appendix



Glossary list



Term	Description
BCS	Bergen Carbon Solutions
CCUS	Carbon capture, utilization and storage
CNF	Carbon nanofiber
CNT	Carbon nanotubes
CG	Customer group
CO ₂	Carbon dioxide
MWCNT	Multi-walled carbon nanotubes
SWCNT	Single-walled carbon nanotubes
kWh	Kilowatt hours
WtE	Waste-to-Energy

Term	Description
COGS	Cost of goods sold
EBIT	Earnings before interests and tax
EBITDA	Earnings before interests, tax, depreciations and amortizations
EBT	Earnings before tax
CAPEX	Capital expenditure

Selected awards and honours won by BCS



The IGT award
Winner 2020
NOK 60 000

IGT (Industrial Green Tech) Award is a recognition of a company that has worked extensively in green technology and/or has a green innovation to the global market that contributes to the reduction of greenhouse gas emissions (directly or indirectly).



The DRIV award
Second place 2019
NOK 50 000

An innovation award issued by governmental parties from Western Norway. The purpose of the award is to lift innovative ideas with an extraordinary potential to move the green shift forward.



Connect Vest
Best business case 2017

Bergen Carbon Solutions was awarded the best business case at the conference "Et grønnere Vestland" (A greener Western Norway).



Rotterdam Unlocked
Winner 2020
Pilot project

The innovation competition and meeting place is hosted by the city of Rotterdam as a measure to improve the service they offer to their citizens. The theme for 2020 was "Future Circular Cities". Among 160 applied start-ups, four start-ups was awarded a pilot project with the event's partners.



The PwC fund "Vil litt mer"
Winner 2019
NOK 800 000

The purpose of the award issued by PwC's fund is to honour entrepreneurs who go the extra mile for creating value for the society as a whole. The theme for the 2019 award was green and sustainable cities.



The SPIR award
Winner 2017
NOK 50 000

An award for green technology issued by PwC, BKK, Bergen Chamber of Commerce and the online magazine Energy and Climate. In addition to NOK 50 000, the winner receives consulting services from PwC for NOK 75 000.



<i>(NOK 1,000)</i>	2016	2017	2018	2019	2020 ¹⁾
Sales revenue	100	-	-	-	1
Other revenue	-	141	5	450	-
Total revenues	100	141	5	450	1
Cost of goods sold	-	94	148	346	155
Salary	-	1 034	1 515	2 239	1 505
Other expenses	96	348	776	3 097	4 638
Total operating expenses	96	1 476	2 439	5 682	6 700
EBITDA	4	-1 335	-2 434	-5 232	-6 699
Depreciation	-	-	17	162	402
EBIT	4	-1 335	-2 451	-5 394	-6 297
Net financial items	-	1	-3	-32	-39
EBT	4	-1 334	-2 454	-5 426	-6 739
Tax	-	-	-	-	-
Net profit	4	-1 334	-2 454	-5 426	-6 739

¹⁾ Not audited

Historical balance sheet



<i>(NOK 1,000)</i>	2018	2019	2020 ²⁾
Assets			
Research and Development	1 080	3 463	5 196
Operating assets	118	2 101	2 257
Inventory	0	103	74
Other receivables	5 256	356	520
Cash and cash equivalence	10 494	7 503	40 497
Total assets	16 948	13 527	48 544
Equity and liabilities			
Equity	14 975	10 227	43 491
Other long-term debt ¹⁾	1 500	1 500	1 500
Accounts payables	217	1 099	2 512
Tax and other deductibles	85	278	468
Other short-term debt	171	421	572
Total equity and liabilities	16 948	13 527	48 544

¹⁾ Start-up loan from Innovation Norway

²⁾ Not audited

Current ownership



Shareholder	Number of shares	Ownership in %
Saga Pure ASA ²⁾	5,476,000	21.43%
Finn Blydt-Svendsen ¹⁾	3,906,000	15.29%
Jan Børge Sagmo ¹⁾	3,265,000	12.78%
BIR AS	1,827,000	7.15%
Jote Invest AS	1,086,000	4.25%
Arne Fredly	877,000	3.43 %
Kokstad Holding AS	859,000	3.36 %
Sande Holding AS	850,000	3.33 %
Silvercoin Industries AS	838,000	3.28 %
Alden AS	699,000	2.74 %
Ivan Filipenka Eriksen ¹⁾	475,000	1.86 %
Ole Martin Larsen	450,000	1.76 %

Shareholder	Number of shares	Ownership in %
Blueberry Capital AS	435,000	1.70 %
Møllen Invest AS	424,000	1.66 %
NH Kapital AS	374,000	1.46 %
GC Rieber Fortuna AS	365,000	1.43 %
Profond AS	348,000	1.36 %
Tycoon Industries	342,000	1.34 %
Jarle Diesen	320,000	1.25 %
Frank Tessem	300,000	1.17 %
Skog Invest AS	291,000	1.14 %
Suletind AS	261,000	1.02 %
13 shareholders each < 1%	1,486,000	5.82%

¹⁾ Employee of Bergen Carbon Solutions

²⁾ Has an option agreement to subscribe for up to 4,978,000 new shares at 6.026 per share, expiring 12 October 2021. The option holder has approved of the private placement.



Investing in shares issued by BCS involves inherent risks. Prospective investors should consider carefully all information available, among other things, the risk factors set out herein before making an investment decision. The risks and uncertainties described in this section "Risk factors" are the material known risks and uncertainties faced by the Company as of the date hereof that the Company believes are the material risks relevant to an investment in the Company. An investment in the Company is suitable only for investors who understand the risks associated with this type of investment in early phase companies and who can afford a loss of all or part of their investment.

Furthermore, the risk factors presented herein are not exhaustive and other factors currently not known to the Company or which the Company currently does not deem to be material could also in the future have a material adverse effect on the Company.

A prospective investor should carefully consider the factors set forth below and should consult his or her own expert advisors as to the suitability of an investment in the shares.

All information in this Presentation is presented as of the date hereof and is subject to change, completion or amendment without notice. All forward-looking statements included in this document are based on information available to the Company on the date hereof, and the Company assumes no obligation to update any such forward-looking statements. Forward-looking statements will, however, be updated if required by applicable law or regulation. In particular, it is noted that the business plan and the revenue included in the business plan is projected for a number of years going forward and is based on the assumption of a successful roll out of modules, scaling up of delivering services and the ability to transform the customer pipeline and current LOIs into binding industrial contracts and projects.

Investors are cautioned that any forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties, and the actual results may differ materially from those included within the forward-looking statements as a result of various factors. Factors that could cause or contribute to such differences include, but are not limited to, those described below and elsewhere in this presentation.

Please note that the risks described below are not exhaustive, and other risks not discussed herein may also adversely affect BCS, its operations and future prospects. The risks presented herein have been divided into a limited number of categories, where each risk factor is sought placed in the most appropriate category based on the nature of the risk it represents. The order in which the risks are presented below is not intended to provide an indication of the likelihood of their occurrence nor of their severity or significance.

The risk factors the Company is subject to are inter alia:

Operating history: The Company was established in 2016 with production start of pilot module in 2020. Therefore, the Company has a limited operating history and has of today only generated limited revenues. This greatly limits reference data for production and financial performance. As an early phase industrial company there are inherent risks the Company may not be able to implement its business strategy successfully or manage its growth effectively.

The Company shall according to the business plan move from a pilot and test phase into a full scale production of modules and related services and such commercialisation and industrialization of the technology is inherently related to legal, contractual, operational, regulatory and market risks. The Company is still dependent on third-parties, providing the Company with access to certain services and for resources required for execution of its projects.

The Company's ability to grow and effectuate its strategy is subject to a variety of factors, many of which are beyond BCS's control. Failure to implement its business strategy could result in reduced or delayed business activities, sale of assets, take on debt or new equity issue. Any of these actions could have a material adverse effect on the Company's business, results of operations cash flows, financial conditions and/or prospects.



Construction and commencement of production: There are numerous risks associated with construction and deployment of new scaled-up production modules, including risks of delay, risk of cost-overruns, risk of termination of the contract with third parties, the risk of need for variation orders and amendments resulting in additional need for capital and the risk of failure by key suppliers to deliver necessary equipment. The Company is currently in the process of building its first commercial production module. Given that this is the first full-scale production module built there is an inherent risk that the module require improvements or adjustments which may delay or limit operations of the module and in turn delay the further timeline on the Company's growth strategy.

Technology: The Company's business strategy is tied to its technology and know-how, and relies on a combination of trade secrets, confidentiality procedures and contractual provisions to protect its intellectual property rights. The Company also has filed a patent application on a European level for its filtration module. However, production of CNF and CNT is under development and there are alternative producers and production methods available in the market. Changes and development may be driven by competitors with substantially greater resources available than BCS, and more cost-effective solutions for production may be developed and material affect market price and volume of CNF/CNT offered. The Company must expect increased competition and new players entering the business over time. The Company's current technology has only proven successful in a small scale and may prove not to be commercially viable or efficient on a larger scale. Efforts to respond to technological innovations may require significant financial investments and resources. Failure by the Company to respond to changes in technology and innovations may render the Company's operations non-competitive and may have a material, negative effect on the Company's results of operations, financial condition and future prospects.

Operational risk: Future growth is dependent on the Company's ability to secure and maintain favourable production sites and partners as the Company is dependent on receiving raw material (especially CO₂) for production. For the module planned at Bir Rådalen there are risks related to the shift of CO₂ source, from containers with clean CO₂ to CO₂ from facility emission. Furthermore, the Company is dependent on producing CNF of a certain minimum quality and the ability to do so will effect market price and demand for CNF produced by the Company. As the Company has had limited sales, they also has a limited portfolio of customers. Going forward, it's essential for the Company to attract demand for their product and build good relationships to its customers and to be able to enter into binding customer contracts for a sufficient volume. Failure to attract such customers could have a negative adverse effect business, results of operations cash flows, financial conditions and/or prospects.

The Company is also dependent on other service providers as sub-contractors to execute its projects. The Company intends to source fabrication/construction services from third parties and such sub-contractors' ability to perform the required work may have a direct impact on the Company's performance towards its customers. Suppliers within the industry in which the Company operates are limited and the Company may not be able to engage technological or commercial suitable sub-contractors or partners to secure contracts and execute the business as anticipated. Based on the business model of the Company it will be subject to full project and operational risk at the sites, being a service deliverer rather than a seller of modules. Further, there will be an interface with between the module and other activities at each site. Such interface risk needs to be managed properly. Should any of these risks materialize, it may have an adverse effect on the Company's projects and affect the financial performance of the Company negatively.

The Company is involved in business activities which could lead to accidents, injury to personnel, and damage to property and the environment, despite of the Company's focus on safety and environmental compliance. If such accidents, injuries or damages were to occur, there is a risk that the Company's insurance will not adequately cover the responsibility of the companies. Any such claim could have a material adverse effect on the Company's business, results of operations cash flows, financial conditions and/or prospects.

The Company pursues an international market strategy in multiple countries and will be subject to those jurisdictions' laws and regulatory regimes. If the Company fails to overcome the challenges that it encounters in its international operations, the Company's business, results of operations, financial position, cash flows and/or prospects could be materially, adversely affected. The global regulatory framework related to carbon capture is expected to evolve and it is uncertain how local rules and regulations may look like in the future.



The Company's ability to attract, retain and motivate key personnel, and other senior members of the management team and experienced personnel, will have an impact on the Company's operations. Members of the senior management team may resign at any time and there can be no assurance that the Company may be able to continue to retain such individuals. The Company is particularly at risk as its organisation is still small, and the loss of the services of one or more of its key employees without adequate replacements or the inability to attract new qualified personnel at a reasonable cost and in a timely manner could have a material adverse effect on the business, results of operations, cash flows, financial conditions and/or prospects of the Company. If increased competition for qualified personnel were to intensify in the future, the Company may experience increases in costs or limits on operations. Furthermore, any failure to effectively integrate new personnel could prevent the Company from successfully growing.

Market risk: The Company's results of operations could be negatively affected by demand for, and potential oversupply of CNF and CNT, which will impact market price and demand. The market price is affected by a numerous of factors beyond the Company's control, including, but not limited to, worldwide economic and political conditions, level of supply and demand, advances in the use of CNF and CNT together with price and development of other competing products. A drastic fall in market price and demand of the Company's products could have a material adverse effect on the Company's business, results of operations cash flows, financial conditions and/or prospects.

The uncertainties and recent downturn of the global economy and other macroeconomic factors, including but not limited to the ongoing COVID-19 pandemic (as described below) could adversely affect the Company's business. The prospects for global economic growth remain uncertain and this may impact the availability of credit and terms thereof, liquidity more generally, interest rates and exchange rates, which in turn could have a material adverse effect on the Company. In addition, volatility in the global economy may have an adverse impact on the market's interest in technology development and funding of such. Without a stable and/or growing global economy, the business of the Company may therefore be adversely affected.

Financial risk: The Company does not currently have any debt, but it is likely that going forward it will have to take on debt to secure working capital and investments capex in new production module. This may require the Company to agree to restrictions and limitations on the Company's business operations and capital structure. The Company does not currently have any sales in foreign currency. But as many potential customers reside abroad it is not unlikely that sales in the future could be incurred in other currencies than NOK. Part of the Company's cost in building new modules are also in other currencies. As a result, the Company is and will be exposed to the risk that foreign currencies may appreciate or depreciate relative to NOK which could have a material adverse effect on the Company's business, results of operations cash flows, financial conditions and/or prospects.

COVID-19: The outbreak of COVID-19 has resulted in a global pandemic and has severely impacted companies and markets globally. It is currently not possible to predict the consequences for the Company, its customers, suppliers or business partners. One specific consequence is that a project with Enova has been delayed and payment of a grant is correspondingly delayed. It is expected that the global industry and market will experience adverse negative effects that may be long-term, such as more uncertain markets, operations becoming more vulnerable to interruptions and policy makers around the world may gravitate towards stricter regulations impacting international trade. Industrial supply chains have been and will be affected. Such consequences will likely also impact the Company and its current and planned operations and projects – as well as its customers, suppliers of goods and services - including the Company's ability to raise capital or secure financing, future customers' ability to buy the Company's products, and contractors' ability to provide goods and services required for the Company's construction project at the agreed terms, or at all. Any future outbreak of Covid-19 is beyond the Company's control and there is no assurance that any future outbreak of Covid-19 or other contagious diseases occurring in areas in which the Company or its suppliers, partners or customers operate, or even in areas in which the Company does not operate, will not seriously interrupt the Company's business.

Legal and regulatory risk: The authorities may introduce further regulations for the operations of production facilities which may negatively impact the Company directly or through its customers. The Company has received a grant from ENOVA for building the module at Rådalen. Changes in industry regulations and government grant system could have a material adverse effect on the Company's business, results of operations cash flows, financial conditions and/or prospects. New regulations on carbon pricing are expected, but the outcome and level of carbon pricing, directly affecting the prospects of the Company, are uncertain both in Norway and internationally.



The Company may, from time to time, be involved in, and exposed to, litigation matters, claims and other disputes, which outcome could have a material adverse effect on the Company due to negative outcomes, the costs associated with defending lawsuits, the diversion of the Company's management's resources and other factors.

The CEO has not waived his employment protection in return for severance pay in accordance with Section 15-16 of the Working Environment Act.

The invention forming the core part of the technology used in the Company's modules/production units (the apparatus for purification of carbon-nanofibers) is patented in Norway and a patent is pending in Europe for the same invention. The Company has not applied for patents outside of Europe for this invention.

Carbon capture and utilising carbon for product purposes is a rather new, but, however, an emerging business globally. New technology has been and will be developed, and this may create commercial and legal risk for the Company going forward in terms of existing or new patents from other players potentially limiting the freedom to operate. One US player has filed certain patents relevant for the business of the Company, however the Company has received advice from IPR specialists that such patents are less likely to obtain a broad patent protection in Europe.

The Company is in the process of updating and improving its GDPR procedures and documents, which currently may not be fully compliant with applicable rules.

Corporate governance: Two of the board members are members of the management team. As the Company is developing, moving into a more mature phase and is seeking a listing on Euronext Growth, such board composition may not be viewed as fully aligned with corporate governance principles applied by other comparable companies listed on Euronext Growth.

Shares: Prior to the potential listing there is no public market for the shares, and there can be no assurance that an active trading market will develop or be sustained. The market value of the shares could be substantially affected by the extent to which a secondary market develops for the shares following the completion of a potential listing.

Future issuances of shares or other securities in the Company are expected as a result of the Company's growth strategy and may dilute the holdings of shareholders and could materially affect the price of the shares. Further, Saga Pure AS, one of the major shareholders, has an option to subscribe for 4,978 new shares in the Company at a subscription price of NOK 6,026 per share. After a share split of 1:1000 approved by the general meeting on 19 March 2021, this the parties agree that this option now covers 4,978,000 shares with a subscription price of NOK 6.026 per share. Moreover, Saga Pure AS has been granted an exclusive right to subscribe for shares until 12 October 2021. Saga Pure AS has therefore consented in writing to the Private Placement prior to launch. The option may lead to a corresponding dilution, in terms of number of shares and in terms of values, for existing shareholders and investors in the Private Placement. In addition, the Company intends to propose to the General Meeting a share option incentive program to retain and attract key employees, with a maximum share issue authority of 5% of the share capital, with strike prices at the market value at the time of grant of options and further on market terms in relation to vesting periods and/or vesting events linked to creation of shareholders value etc.



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