Knox Energy Solutions AS
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14 October 2024

Knox Energy Solutions AS – Resolution to remove the company's shares from trading on Euronext Growth Oslo

1. Introduction

Euronext Oslo Børs refers to the report on continued trading submitted by Knox Energy Solutions AS (formerly Hyon AS, hereafter referred to as "Knox" or the "Company") on 30 April 2024 (the "Continued Trading Report"). The Continued Trading Report was submitted in connection with Knox having entered into a share purchase agreement (the "Transaction Agreement") with Blue Concept Ltd. ("Blue Concept") for the acquisition of 28,000 of the issued and outstanding shares in Rapid Oil Ltd. ("Rapid") from Blue Concept (the "Transaction").

Euronext Oslo Børs has considered the Continued Trading Report and the recent developments of the Company in order to assess the suitability of Knox for continued listing. Based on such assessment, Euronext Oslo Børs has found that the Company will be removed from trading on Euronext Growth Oslo.

Below follows the assessments made by Euronext Oslo Børs in connection with the suitability of Knox for continued listing and the grounds for removal of Knox from trading on Euronext Growth Oslo.

2. History and background

2.1 - Admission to trading and announcement of the a strategic review process

Knox was first admitted to trading on Euronext Growth Oslo on 14 February 2022, then named Hyon AS. At that time, the Company designed and developed fuelling solutions for hydrogen to the maritime sector.

Following the listing, the Company has had challenges in securing sufficient financing for continued development and operations. On 5 July 2023, the company published a release on NewsWeb stating that it had "*initiated a strategic review process to explore strategic options available to the Company*", hereunder to "*secure shareholder value and to secure funding to pursue the Company's development plans*".

On 16 August 2023, the Company published an update regarding the strategic review process, stating that the ongoing strategic review process had to date been resultless and that it was considering closing down operations.

On 30 August 2023, the Company announced that the Board had concluded its strategic review and that it had not found any financial solutions to support continuing operations. As a result, the Board had decided to propose to the general meeting to dissolve the Company.

On 1 September 2023, the Company published on NewsWeb a notice for an Extraordinary General Meeting to be held on 15 September 2023 to vote for the proposed dissolution.

On 11 September 2023, the Company announced that, following the previous announcement to dissolve the Company, the Board had received indications of interest for potential transactions from third parties which would entail a business combination with a privately held entity. The announcement stated *inter alia* that:

> "*The potential transactions are indicated to be structured as a reverse take over with issuance of new shares by the Company, and a post transaction shareholder structure providing for a minority holding for current shareholders of Hyon. Through the proposed transactions, Hyon's core business will be changed to markets unrelated to its current business, and its current business and technology are expected to be discontinued and potentially realised to maximise shareholders' value.*" (our underlining)

On 14 September 2023, the Company announced that the Board had resolved to cancel the extraordinary general meeting scheduled to be held on 15 September 2023, stating the following explanation:

> "*Further to the previously announced information, the Company has now received firm interest from third parties that have suggested terms for reverse takeover transactions with issuance of new shares by the Company. The Board has assessed the received offers and believes that it is possible to reach agreement on a transaction that is more beneficial to its shareholders than a solvent dissolution.*
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> *As a result, the Board has resolved to cancel the EGM.*
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> *The potential transactions are indicated to provide for a minority holding for current shareholders of Hyon. Through the proposed transactions, Hyon's core business will be changed to markets unrelated to its current business, and its current business and technology are expected to be discontinued and/or potentially realised to maximise shareholders' value. Valuation of Hyon remains subject to further discussion but is indicated by the interested parties inter alia based on access to capital markets and a trading platform on Euronext Growth Oslo.*" (our underlining)

On 27 October 2023, the company announced that they had signed a non-binding term sheet with an interested party, with an aim to present an agreed proposal for a transaction to be dealt with by the general meeting by year end 2023. The company also emphasized that no assurances could be given as to the outcome, timing, or the signing of any definite transaction agreement.

On 5 December 2023, the company announced that the sales process was progressing well, however, that it was expected that the timeline for conclusion of the transaction would stretch into Q1 2024.

2.2 – Conclusion of the transaction with Blue Concept Ltd.

After much of Q1 2024 had passed without any new updates from the Company, a new update was published to the market on 31 March 2024. The Company then announced that it had signed a share purchase agreement with Blue Concept Ltd (the Transaction Agreement as referred to above) whereby Knox would be restructured, hereunder by divesting its assets, changing the direction of its business and largely changing its shareholder base. The announcement included further details of the Transaction Agreement, *inter alia* the following:

- Knox acquires 19.5% of the shares in Rapid Oil Production Ltd, an UK-based oil and gas company owning 15% of the Fyne development project offshore UK (First oil is expected to be extracted in Q3 2026)
- As payment, Blue Concept Ltd. receives 73.8% ownership in Knox by Knox issuing new shares (consideration shares). Blue Concept thereby becomes the largest shareholder in Knox and intends to support continued operations by securing funding consisting of loans, equity or any combination thereof.
- It is intended that additional shareholders in Rapid will be given the opportunity to sell their shares against receiving Knox shares in order to establish Rapid as a subsidiary of Knox.
- The Transaction Agreement will entail a restructuring of Knox to become a listed oil company with a shareholder base that partly consists of Knox shareholders and partly Rapid Oil shareholders.
- Knox has discontinued current operations and will in conjunction with the Transaction Agreement divest all assets related to its current operations to Norwegian Hydrogen AS, Knox's largest shareholder and only customer. Consequently, following the Transaction Agreement, Knox' main asset is the 19.5% shareholding in Rapid.
- In conjunction with the Transaction Agreement, Geir Aune will become Chairman of the Board and Georges Lambert will become a board member. It further stated that Geir Aune would take on the role as CEO.
- The Transaction Agreement assumes a business combination, and Blue Concept's commercial rational and valuation is based on this assumption. Blue Concept's investment in Knox is subject to the portion of shares in Rapid that Knox will ultimately own. Upon completion of the Transaction, Blue Concept will become the owner of approx. 73.8% of the shares in Knox.
- If and to the extent not all the remaining shareholders in Rapid accepts the subsequent offer and swap their ownership in Rapid with shares in Knox, the percentage of Blue Concept's shareholding will be increased. The Transaction Agreement sets out that Blue Concept may achieve a stake of up to 90% (for the avoidance of doubt always below 90%) in Knox through subscription of 388,041,212 warrants each providing the right to subscribe one share in Knox at par value. The warrants may be exercised to the extent the acquisition of shares in Rapid (in addition to the shares acquired from Blue Concept) falls short of a 100% ownership in Rapid. The warrants expire by and will, together with the board of directors of Knox to be elected upon completion of the Transaction, work year end 2024. The Transaction Agreement assumes a business combination with an exchange ratio of 6% to existing shareholders in Knox and 94% to Rapid. Further to this, Rapid cannot exercise a number of warrants resulting in the shareholders of Knox as of the date of

signing the agreement holding a lower stake than 6% in the Purchaser as a result of the exercise.

On 16 April 2024, the Transaction was approved by the extraordinary general meeting of Knox. At the same time, it was resolved to change the company's name and purpose, with the new purpose being "[…] to develop, produce and market various forms of energy, derived products and services, as well as other activities." Geir Aune and Georges Lambert were elected as the board of directors of the company.

On 19 April 2024, the Company announced that the Transaction had been completed and that new shares and warrants had been issued to Blue Concept. It was further announced that the change of company name and purpose would come into force at the same time as registration of the new share capital.

Continued Trading Report

By entering into the Transaction Agreement on 31 March 2024, Knox triggered the obligation in Euronext Growth Oslo Rule Book II ("Rule Book II") section 3.16 to send a report to Euronext Oslo Børs "that briefly explains whether the Issuer following the transaction satisfies the requirements for admission to trading on Euronext Growth Oslo" within 15 trading days after signing of the Transaction Agreement.

On 23 April 2024, being after the deadline, [redacted] contacted Euronext Oslo Børs on behalf of Knox, asking for an extension of the deadline for submitting the Continued Trading Report until 29 April at 16:00. Euronext Oslo Børs acknowledged receipt of the request but did not admit an extension of the deadline.

On 30 April 2024, being approx. one week after the deadline for submitting the Continued Trading Report and one day after the day on which the company said that they would submit it, [redacted] submitted the Continued Trading Report on behalf of the Company. The Continued Trading Report included information about the transaction with Blue Concept largely corresponding to the information already given in the public announcement made on 31 March 2024. The Continued Trading Report further contained information about whether the Company satisfied the requirements for admission to trading on Euronext Growth Oslo.

Request for further information from the Company

After receiving a report on continued trading, Euronext Oslo Børs will consider its contents in order to decide whether the company should be allowed to continue being listed on Euronext Growth Oslo. However, Euronext Oslo Børs may in some cases find that a continued listing report is not sufficient to conclude whether the company should remain listed. In these cases, Euronext Oslo Børs may impose additional requirements on the company. According to Rule Book II section 3.16.1 item (3), Euronext Oslo Børs may, in addition requiring a continued listing report, "*demand that the Issuer submits a document that meets the requirements for the content of an application for admission to trading. In special circumstances, Oslo Børs may decide that additional aspects of the admission process shall be followed*".

After having reviewed the Continued Listing Report submitted by Knox, Euronext Oslo Børs found the abovementioned rule to be applicable and that the Company would be required to submit further information. On 21 May, the following request was therefore sent to [redacted]:

> "[…] *The Company has via the abovementioned transaction divested all assets related to the business that the Company was engaged in at time of being admitted to trading on Euronext Growth Oslo, i.e. providing high capacity hydrogen fuelling systems to the maritime market, and has entered into an agreement to acquire business in the oil and gas industry. Oslo Børs has therefore concluded that the Company must submit a document that meets the requirements for the content of an application for admission to trading. Attached to the application it is expected that the company submits a Due Diligence report prepared by a Euronext Growth Advisor that has been prepared as part of the listing application. The Euronext Growth Advisor shall confirm in the Listing Report that, to the best of its abilities and judgement, and on the basis of a sufficient review of the Issuer, the Issuer satisfies all the conditions for admission to trading and the Issuer and its Shares are suitable for admission to trading on Euronext Growth Oslo. In order for the investors to have sufficient information on the issuer, we also require that the Company prepares an Information Document in accordance with Euronext Growth Oslo Rulebook II section 2.3. This document shall be controlled by the Company's Euronext Growth Advisor, cf Rulebook II section 2.3.*
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> *Oslo Børs requests that the application and DD-report is submitted by 24. June 2024. Oslo Børs further requests that the information document is published to the market within 08:00 on 24. June 2024."*

On 3 June 2024, [redacted] sent a written request for extension of the deadline to submit the abovementioned documentation. In the request, it was indicated that the Company needed further time to complete the due diligence process and that any findings in such due diligence had to be reflected in the information document to be published to the market participants. For these reasons, the Company requested the deadline for submitting the DD-report and the information document to be pushed until 31 July 2024. At the same time, the Company stated that it would send the application within the deadline of 24 July 2024.

On 11 June 2024, Euronext Oslo Børs notified the Company that it would not accept the request for extension of the deadline, stating that:

> "*The background for the rules requiring listed companies to submit reports on continued listing is to ensure that the listed firm are suitable for being listed following a planned transaction, to ensure market integrity and to ensure that the market participants has sufficient information on the listed company in order to be able to make well-founded investment decisions. In this case, the Company concluded to finalize the transaction in question only 3 days after it was approved by the general meeting on 16. April 2024 and hence before the deadline for submitting the report on continued listing. It is our view that the Company should have contacted Oslo Børs ahead of finalizing the transaction to ensure that the abovementioned aspects would be fulfilled in case the transaction were to be*

completed. As this will not be possible in this case, and in order to reduce undue postponement for the market participants to be informed of Oslo Børs' decision on whether the Company will satisfy the listing criteria and for the market participants to get access to the Information document, it has been concluded not to grant any postponement of the deadline."

Later, on 21 June 2024 (being the last trading day before the deadline of 24 June) the Company submitted a new written request for extension of the deadline. As supporting arguments for this request, the Company referred to a press release it had issued that same day where it described the new strategy and plan for the Company. The Company further explained that it was involved in several ongoing processes, including discussions regarding possible business opportunities in Libya and Egypt, which, in the Company's view, would be in the best interest of the shareholders to get sorted out before finalizing the due diligence and the information document.

On 26 June, Euronext Oslo Børs sent an e-mail to the Company where it explained that it would be contrary to the interest of market participants to grant any further extension of the deadline to submit the DD-report and the information document. For this reason, the request for exemption dated 21 June 2024 was denied. At this time, the deadline of 24 June had been surpassed by two trading days without the Company having provided either the application, the DD-report or the information document. Therefore, Euronext Oslo Børs also stated in its e-mail to the Company that:

"*[b]ased on the information we have received, we will initiate an assessment of whether the Company is suitable for being admitted to trading. The result of such assessment may result in various conclusions, for example delist the shares from trading, suspend trading in the Company's shares, impose a violation fee or issuing a warning to the Company.*

Please note that we intend to make an announcement tomorrow morning informing the market participants that we intend to initiate an assessment of whether the Company is suitable for being admitted to trading following the transaction with Rapid Oil Ltd."

On 1 July, the Company sent an e-mail to Euronext Oslo Børs where it provided an update on the status of the application for admission to trading and the information document, stating that the application for admission to trading would be submitted as soon as possible and that the information document was "close to completed". According to this e-mail, [redacted] had been appointed to carry out a legal due diligence of Knox and [redacted] was expected to be appointed as a Euronext Growth Advisor. Based on these facts, the Company stated that according to its own opinion it would be in "*the best interest of the company, its shareholders and the market that the company's shares continue to be listed on Euronext growth" and further that "it should be allowed sufficient time for the minority shareholders interest in seeing the contemplated processes being completed and that any expedient process resulting in a de-listing in particular should be avoided*".

In response to Knox' email from 1 July, Euronext Oslo Børs sent an e-mail on 2 July where it requested that the Company "*revert with a realistic timeline for submitting such*

documentation and that the company confirms that it will abide by such timeline. The timeline must be set on the basis that the documentation shall be close to final and complete when submitted to Oslo Børs. The timeline must also take into account that Oslo Børs will need a reasonable amount of time to assess and comment on the documentation. We ask for such timeline to be submitted within EOB tomorrow, 3 June 2024". Euronext Oslo Børs further reiterated that it had not admitted any postponement of the 24 June-deadline and, as no documentation had been submitted by the Company, Euronext Oslo Børs would therefore continue its assessment on the basis that Knox was in ongoing default of its obligation to submit the requested documentation.

On 3 July, the Company sent an e-mail stating that the application would be submitted within 15 July, that the information document and DD-report would be submitted within 5 August, ensuring that "[w]e will make sure that the deadlines are met."

Later on 3 July, Euronext Oslo Børs sent an answer to the Company, *inter alia* stating that

> "*The company has applied two times for the postponement of the deadline on 24 June 2024. Based on the below, we note that the company is now suggesting a timeline which would give even more time than what it has previously requested in its applications for postponement.*
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> *Oslo Børs has already declined to grant a postponement of the 24 June 2024 deadline. We have also previously published an announcement on NewsWeb stating that we will initiate an assessment of whether the company is suitable for being admitted to trading. We cannot see that the below information gives us any reason to postpone or cease this assessment. We therefore want to underline that we are continuing our assessment of whether the Company is suitable for being admitted to trading. As previously informed, this assessment may result in various conclusions, including delisting of the shares from trading, suspending trading in the Company's shares, imposing a violation fee or issuing a warning to the Company.*"

The Company then reverted via e-mail on 4 July, stating that, after having discussed with its legal DD-advisor, it would be able to submit the full set of documentation within 26 July.

In response to this, and in furtherance of having previously notified that it would initiate an assessment of whether the Company is suitable for continued admission to trading, Euronext Oslo Børs sent on 18 July an e-mail where it notified the Company that Euronext Oslo Børs would initiate a process to remove the shares of the Company from trading unless the application, the information document and the DD-report was received by 09:00 on 26 July.

On request by the Company, a meeting was later held between the Company and Euronext Oslo Børs on 22 July 2024. [redacted] also attended the meeting. In the meeting, it became clear that the company had not yet appointed a Euronext Growth Advisor. It was informed that [redacted] were in discussions with the Company to act as Euronext Growth Advisor for the Company, however that [redacted] had not yet agreed to take on such assignment. In the meeting, the Company informed that it would not be able to submit the requested documentation within 26 July. Instead, it now requested an extension of the deadline until 15 August. The representatives from Euronext Oslo Børs present at the meeting informed

that they would not be able to accept a verbal request for extension and that, as a general rule, any request for postponement would have to be made in writing for Euronext Oslo Børs to formally consider it.

In furtherance of the meeting on 22 July, Euronext Oslo Børs sent on 24 July an e-mail to the Company where it stated:

> "*We refer to our e-mail from 24 June where we informed Knox Energy Solutions AS that the company has until the 26 July 09:00 to submit the requested documentation before a delisting decision is made. We further refer to the meeting this Monday where the company informed that it will not be able to meet such deadline. On behalf of the company, Geir Aune also made a verbal request for postponement until 15 August 2024.*
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> *In the meeting we informed that a request for postponement would generally have to be made in writing for us to formally consider it. In this particular case we do however want to remind that we have already denied two written requests for postponement from the company. We also want to underline that, in our opinion, no new information was presented in the meeting on Monday which gives reason to reconsider whether a postponement should be given. In our view, it is therefore an unnecessary use of time and resources for the company to prepare and submit a new written request for postponement, as it is not likely that such postponement will be given.*
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> *Taking the above into account, we reiterate that the company has until the 26 July 09:00 to submit the requested documentation. If the documentation is not received by then, Euronext Oslo Børs will move forward with making a delisting decision.*"

On 25 July, a new written request for extension was submitted by the Company, largely reiterating the arguments made in previous applications for extension. Later on the same day, Euronext Oslo Børs sent an e-mail declining the request and also reminding of the deadline at 09:00 on 26 July.

On 31 July, Euronext Oslo Børs had still not received any of the documentation and had not heard back from the company since 25 July. At this point, it was decided to inform the Company that Euronext Oslo Børs were formally preparing to remove the Company from trading. Euronext Oslo Børs therefore sent an e-mail to the Company with a draft decision on removal from trading, asking the Company to provide its remarks to such decision within 08:00 on 12 August. Euronext Oslo Børs also published a stock exchange informing the market that the Company had been given a deadline to provide its remarks to a potential delisting.

On 12 August, Euronext Oslo Børs received a letter from the company in response to the draft decision on delisting. The response letter stated *inter alia* the following:

- The Transaction Agreement was entered into by Blue Concept on the assumption that Euronext Oslo Børs had already given clearance on the continued listing of Knox following the transaction. As such, "it was therefore unexpected that a process of

getting approval for continuous listing had to be addresses and that the process was identical to an application for a new listing".

- A significant reason for the delay in submitting documentation was due to insufficient working capital to pay for advisors to finalise the documentation required by Euronext Oslo Børs.
- The Company had recently secured a NOK 5.5 mill convertible loan which ensured that the Company now had the necessary financing to complete the requested documentation "within 3 weeks".
- The legal dd-advisor has approx. 2 weeks of remaining work with DD relating to Rapid Oil and the Fyne licence
- Data rooms had been prepared for the DD of the Company.
- The company informed that it had sent offers to all shareholders in Rapid Oil Ltd to purchase their shares (20 shareholders according to a list) and that the offer would be considered at the general meeting in Knox on 23 August. The Company also included the offer letter and the information document that was sent to the Rapid-shareholders in connection with the offer.
- [redacted] had participated in the preparation of an application for listing and were prepared to assume the responsibility as Euronext Growth Advisor "provided enough time for the works is given".
- [redacted] would continue to be a legal advisor
- Listing application and information document had been prepared for review by EGA and would be sent when the legal and financial DD were complete
- The Company expected to be able to send a full application for listing close to the general meeting on 23 August

Expect for the above, the letter mostly included information which had already been received by Euronext Oslo Børs on previous occasions. The letter did not provide any counterarguments in relation to a delisting.

Following the abovementioned response from the Company, Euronext Oslo Børs got the impression that the Company was now moving closer to finalising the requested documentation. However, there were still some unclarity with regards to some uncertainties with regard to what date the company intended to send the documentation required by Euronext Oslo Børs. Therefore, Euronext Oslo Børs sent an e-mail to the Company on 16 August 2024 requesting "*that the company submit a binding timeline for submission of the abovementioned documents. Deadline for sending the timeline is Tuesday 20. August 2024 at 12:00. Unless a satisfactory timeline is received within Tuesday 20. August 2024 at 12:00 or if an agreed timeline is not abided by, Oslo Børs will proceed with the delisting process*".

A letter was received from [redacted] on behalf of the Company on 20 August 2024. In the letter, the Company explained that it were in the process of completing an offer for further shares in Rapid Oil and that it would not be able to finalise the documentation requested by Euronext Oslo Børs until the offer for shares in Rapid had been finalised, as this offer would have effects on the listing criteria. It also informed that it were in the middle of negotiations with Inpector Capital BV ("Inpector") regarding another transaction, this time for the potential acquisition of shares in an Egyptian oil producing company called Scimitar Production Egypt Ltd ("Scimitar"). According to the Company, the shares in Scimitar could

be a potential key asset of the Company and therefore it would be appropriate to conclude the final agreement with Inpector before the documentation requested by Euronext Oslo Børs would be submitted. Taking these ongoing processes into account, the Company stated that it would need until end of September 2024 to submit the documentation requested by Euronext Oslo Børs. The letter also stated that a financial DD-advisor had not yet been appointed and that [redacted] would not accept the mandate as Euronext Growth Advisor unless it was given a timeline allowing them to conduct the necessary investigations.

Considering that the Company had still not been able to appoint an Euronext Growth Advisor, and considering that this is an essential prerequisite for the delivery of the documents requested by Euronext Oslo Børs, Euronext Oslo Børs did not find it sufficiently reassuring when the Company stated that it would be able to submit the requested documents within 30 September 2024. For this reason, in response to the abovementioned letter from the Company, Euronext Oslo Børs sent an e-mail to the Company on 23 August 2024 inter alia requesting "*a written confirmation from* [redacted] *directly, confirming that they find the proposed deadline satisfactory and that it will allow them to accept the mandate as Euronext Growth Advisor*".

A meeting was later held between the Company and Euronext Oslo Børs on 27 August 2024. Representatives from [redacted] and [redacted] also attended the meeting. In this meeting, the Company gave further background to the ongoing transaction and the proposed deadline of 30 September 2024. The Company also presented an overview of the Company's fulfilment of the different listing criterias. According to this overview, the Company largely fulfilled the listing criterias, expect with regards to sufficient liquidity for the next 12 months, financial statements and finalisation of a due diligence. It was further emphasised that confirmation of fulfilment of the listing requirements were still subject to verification by independent due diligence investigations. Separately, [redacted] informed that they still had to discuss internally to what degree they were able to confirm that the proposed timeline of 30 September 2024 was sufficient, and that they would have to get back to Euronext Oslo Børs regarding this.

Following the meeting on 27 August 2024, there was some e-mail correspondence between Euronext Oslo Børs and the Company's legal advisor regarding what financial information the Company would be required to submit as part of the information document. The timing of the Inpector transaction was also discussed, hereunder how this would potentially affect the finalisation of the documents requested by Euronext Oslo Børs.

On 4 September 2024, Euronext Oslo Børs requested a status update from the Company as we had still not heard back regarding the status of the confirmation from [redacted]. Later on the same day, [redacted] sent an e-mail where they informed that [redacted] had done an "overall assessment of the process and their ability to assist in the project" and concluded to turn down the engagement. It was further informed that "*The Company have since then had talks and presentations with both* [redacted] *and* [redacted]*, and informed us that both are showing interest in the project and in taking on a role as Euronext Growth Advisor. The Company has further informed that it expects to both sign the mandate agreement for the Euronext Growth Advisor and have their verified/commented schedule to yourselves shortly and that documentation, i.e. due diligence, listing application and Information document, is also progressing as planned*".

On 10 September 2024, Euronext Oslo Børs requested a new status update. On 11 September, [redacted] sent an e-mail where they informed that a financial DD-advisor had now been appointed. With regard to the appointment of an Euronext Growth Advisor, it was stated that the Company would prefer [redacted] as the Euronext Growth Advisor and that dialogue was positive, however that a final mandate agreement was still pending. It was further stated that "*[w]ith regards to the process as a whole, the Company has informed us that the negotiations with Inpector are positive, and the Company has completed the operational, technical and business due diligence of Inpector/Schimitar, and* [redacted] *is ready to start the due diligence of Inpector at the go from the Company. The Company expects the continued listing process to also be based on the Inpector-transaction. Lastly,* [redacted] *is in all material respects finished with their due diligence of the Company and Rapid*".

On 19 September 2024, Euronext Oslo Børs sent an e-mail to the Company with a draft decision on removal from trading attached, stating that "*[t]he Company is given until 08:00 on 27 September 2024 to provide its remarks before a final decision be made*".

On 27 September 2024, the Company reverted to Euronext Oslo Børs with a response letter to the abovementioned draft decision. The response letter stated *inter alia* the following:

- The Company had decided to terminate negotiations with Inpector
- An Euronext Growth Advisor had still not been appointed, but the Company was optimistic that it would be able to engage an Euronext Growth Advisor now that the negotiations with Inpector had been terminated
- [redacted] is anticipated to soon finalise its legal due diligence
- [redacted] has been engaged as financial due diligence advisor but the scope of their work has not been decided
- Attached to the letter was also a draft information document which, according to the Company, was intented to be submitted after DDs were finalised and the information document was approved by an Euronext Growth Advisor. The Company did however not submit the required checklist (Notice 2.3) together with the information document.
- The Company reminded that it had applied for an exemption from presenting two years of historical financial information. It argued *inter alia* that it would be unreasonable to consider this requirement as unfulfilled as the Company had been reporting in accordance with its continued obligations. It also argued that historical financial information was without interest as the Company had discontinued the operations that the historical financial information related to.
- The Company informed that 20% of Rapid Oil shareholders had accepted the offer to swap their Rapid Oil shares for Knox shares, however that such acceptance was conditional on the continued listing of Knox.
- The Company states that it has sufficient liquidity to sustain operations until March 2025 and that it could scale down its operations to further extend its liquidity, if needed.
- The Company's CEO, Harald Hansen, had completed a course in continued obligations on 4 June 2024.

Later on 27 September 2024, Euronext Oslo Børs received an e-mail from [redacted] wherein it was stated that [redacted] had been engaged by the Company as an independent legal advisor. It further stated that [redacted] had finalised a first draft of a legal due diligence

report, which had been sent to the Company together with various follow-up questions and clarifications.

We have since not heard from the Company or any of its advisors. As of the date of this decision, neither the application, a finalized information document nor the DD-report have been submitted by the Company.

3. Arguments made by the Company

Based on Euronext Oslo Børs understanding of the Continued Trading Report and the other correspondence with the Company (as summarized above), these are the Company's main arguments in support of a continued listing:

- The Transaction with Blue Concept involves a change of the Company's operations and Knox is expected to be suited for continued listing on Euronext Growth Oslo following the completion of the Transaction. It is in the best interest of the Company, its shareholders and the market that the Company's shares continue to be listed on Euronext Growth and the Company believe that its ongoing efforts will ensure that the criteria for such listing are met.
- As a result of the Transaction, the Company now holds a stake in Rapid, which is an asset of actual substance. Trading patterns on Euronext Growth Oslo indicates a general interest in this type of stock.
- The Company currently has few financial liabilities and therefore its current need for liquidity is low. The Company has sufficient liquidity to sustain operations until march 2025 and may scale down its operations if needed, which could further extend its liquidity.
- Knox already meets several of the conditions for being listed:
    - In the opinion of the Company, the Management fulfils the listing requirements.
    - In the opinion of the Company, the Board of Directors fulfils the listing requirements.
    - Knox will have more than 30 shareholders and more than 20% of the shares will be distributed amongst the public after completion of the Transaction.
    - All shares of Knox will continue to be issued in the same class, be freely transferable and each give one vote at the Company's general meeting. Knox' shares are registered in the Norwegian central securities depository, Euronext Securities Oslo.
- The company is in process to acquire a larger stake in Rapid by offering existing Rapid-shareholders to exchange their shares into Knox-shares, however this process is contingent upon Knox remaining a listed company.
- A removal from trading would be detrimental to the interests of the Company's shareholders. A removal from trading with a simultaneous application for new listing would not add value to shareholders, the Company, or the market, but rather have the potential to weaken market perception.

4. Legal basis for the assessment on continued listing

When assessing whether a company should remain listed or alternatively be delisted, Euronext Oslo Børs will take into consideration the Securities Trading Act and its purpose, which is to "lay the basis for secure, orderly and efficient trading in financial instruments and to ensure investor protection", cf. the Securities Trading Act section 1-1. It is crucial for the functioning of the securities market that investors have trust and confidence in the market. Trust and confidence from the investors cannot be achieved or maintained unless investors are able to find the general market behaviour as reassuring.

In order to achieve secure, orderly and efficient trading, as well as the trust and confidence of market participants, companies that apply for listing will be admitted only if they can fulfil certain predetermined listing requirements. These minimum requirements follows from the Securities Trading Regulations and the Rule Books of Euronext Oslo Børs. This includes the requirement that shares may be admitted to trading only if the "Issuer can provide sufficient information in order for market participants to be able to determine fair market prices", cf. Rule Book II section 2.1.2.1 (1).

In addition to controlling the different listing requirements regarding liquidity, spread of share-ownership etc., Euronext Oslo Børs also has discretion to consider the overall suitability of an Issuer and its Shares and may, based on such assessment, decide against admitting the Shares to trading if Euronext Oslo Børs is of the view that this is appropriate in order to protect the interests of investors, the general confidence in the stock market and the securities market, cf. Rule Book II section 2.1.2.1 (1).

However, after a company has been admitted, there are other rules that regulate the company's continuing behavior and the company will generally not be required to comply with the admission requirements on an ongoing basis. An unfortunate consequence of this is that the issuer can, following admission, change its character significantly to the point that it would no longer be admitted to trading if it were to apply again, either because it no longer complies with the admission rules and/or is no longer suitable for trading.

For this reason, Euronext Oslo Børs has implemented the rules on continued trading in Rule Book II section 3.16, requiring the company to send a Continued Trading Report to Euronext Oslo Børs in cases where the company is involved in certain transactions which may have implications on the nature of the company. In the Continued Trading Report, the company is required to explain whether the company, following the relevant transaction, still satisfies the requirements for admission to trading. After having received such report, Euronext Oslo Børs may demand that the Issuer submits a document that meets the requirements for the content of an application for admission to trading and, in special circumstances, Euronext Oslo Børs may decide that additional aspects of the admission process shall be followed, cf. Rule Book II section 3.16.1 (3).

The rules on continued listing allows Euronext Oslo Børs to control and do a renewed assessment of whether the issuer satisfies the listing requirements and, more generally, that the issuer is still a company suitable for trading on Euronext Growth Oslo. As stated in the ancillary comments to Rule Book II section 3.16.1, the general rule is that "*a company that has been admitted to trading and that participates in a subsequent merger will continue to be admitted to trading unless it ceases to satisfy the conditions for admission to trading following the transaction. In such cases, the admission to trading rules will apply in*

their entirety. If the company does not satisfy the requirements for admission to trading, Oslo Børs will consider removing the company from trading".

The assessment of whether the listing should be upheld following a transaction which triggers the requirement to submit a Continued Trading Report is highly discretionary. Euronext Oslo Børs must consider all aspects and carry out a balancing of different interests, including whether the listing requirements are met, to what extent the issuer's nature has changed and whether a continued listing is in accordance with the purpose of the Securities Trading Act. At the same time, Euronext Oslo Børs will also consider the interests of the issuer and its shareholders. This balancing is reflected in the ancillary comments to Rule Book II section 3.16.1, which states that "*the application of the rules should not unreasonably hinder the restructuring of companies that have been admitted to trading. It would, for example, appear unreasonable to remove a company from trading, which before the transaction did not satisfy the requirements for admission to trading in respect of the requirement of spread of ownership, and which after a merger with a company in the same industry still does not meet the applicable requirement of spread of ownership. If the merger, however, in reality represents the admission to trading of a new business that would not otherwise satisfy the admission to trading rules, the company should be removed from trading on Euronext Growth Oslo*". (our underlining)

As it follows from the above cited text, the continued listing rules should not unreasonably hinder the issuer from restructuring its business. At the same time, Euronext Growth Oslo may decide to remove the shares of the company from trading where the transaction is closer to a "back-door listing". Where there is a business combination between an issuer and another company, a central question will therefore be whether there appears to be good justifications for combining the operations of the two companies or whether it would be more reasonable for the unlisted company to apply for admission to trading on an independent basis.

Where the issuer is subject to material changes, Euronext Oslo Børs will generally require that the issuer submits a document similar to an application for admission to trading. This allows Euronext Oslo Børs to carry out a closer assessment of whether the issuer complies with the admission requirements as well as the general suitability of the issuer, but also to control whether the transaction is in reality a new listing and thus a circumvention of the admission conditions.

In cases where the issuer submits all required documentation and it is clear to Euronext Oslo Børs after having reviewed such documentation that the issuer does not meet admission requirements, that the issuer is not suitable for continued trading and/or the transaction is in reality a new listing, Euronext Oslo Børs will normally consider whether the company should be delisted.

5. Assessment of continued listing of Knox Energy Solutions AS

Our assessment of the continued listing is based on the information provided by the company, hereunder in the Continued Trading Report, the three written applications for extension dated 3 June, 21 June and 25 July, as well as in the other correspondence with the Company as summarized in paragraph 2 above. The main question to be answered is

whether the Company complies with the listing requirements and is still suitable for trading Euronext Growth Oslo.

Liquidity

According to Rule Book II section 2.1.3.1 (1), the Issuer shall provide a statement "confirming that it will have sufficient liquidity to continue its business activities in accordance with its planned scale of operation for at least 12 months from the planned date of admission to trading". Alternatively, if the Issuer is unable to demonstrate that it has sufficient liquidity to operate for 12 months, "*it must provide additional information as part of its liquidity statement in the Listing Report and the Presentation Document in accordance with a separate Notice referred to in section 2.2*", cf. Rule Book II section 2.1.3.1 (2).

In its Continued Trading Report, Knox states that it "*will have sufficient liquidity to continue the business activities in accordance with the planned scale of operations for at least 12 months from the time of the completion of the Transaction. Knox' largest shareholder, Blue Concept, has assessed and gained oversight of the Company's financial position and has a strategy and plan for financing and is actively working on it. Knox expects to finalise a more detailed plan regarding further financing by the end of May*".

Later, in the letter to Euronext Oslo Børs dated 27 September 2024, the Company stated that it *"has sufficient liquidity to sustain its operations at least until March 2025. Additionally, the company has the flexibility to scale down its operations if needed, which could further extend its liquidity. Operating costs are low, and the Company intends to finance investments on an as-needed basis. It will also issue shares as part of the payment structure for investments, which provides further flexibility in securing necessary funding*".

Taking the above into account, it is clear that the Company has neither provided a confirmatory statement regarding its liquidity as required in Rule Book II section 2.1.3.1 or the alternative information to be provided according to Rule Book II section 2.1.3.1 (2).

Although the Company does not meet the requirements in Rule Book II section 2.1.3.1, it is clear that the Company has provided certain information regarding its planned future operations and its financial position, most recently in its letter from 27 September 2024, which gives some impression of the Company's liquidity situation. Therefore, Euronext Oslo Børs has also considered whether the information provided by the Company more generally gives reason to believe that the company has a liquidity situation which is satisfactory for the Company to remain listed.

While the information provided by the Company gives an indication regarding the planned scale of operations and how the Company will be financed, Euronext Oslo Børs cannot see that the information provided is enough for Euronext Oslo Børs to conclude that the Company has sufficient liquidity or that it has a satisfactory plan to ensure sufficient liquidity going forward. One of the primary reasons that Euronext Oslo Børs requires a confirmatory statement regarding 12-months liquidity, or alternatively the information stated in Notice 2.2. Section 3 (2) nr. 6, is that the company itself is closest to assessing its liquidity needs based on what the planned scale of operations is. For this same reason, Euronext Oslo Børs also requires that the sufficient liquidity of the company is confirmed by the Euronext Growth Advisor through due diligence investigations. In comparison, Euronext

Oslo Børs is neither in a position to have full understanding of the planned scale of operations of a company for the coming 12 months or the liquidity necessary for these planned operations. Also, in this specific case, the information that has been provided regarding the company's planned scale of operations and financial position is limited and has not been provided in the form of an application for admission to trading, finalized information document and a DD-report. This makes it particularly difficult for Euronext Oslo Børs to do an assessment. Therefore, Euronext Oslo Børs cannot conclude that the Company has a satisfactory liquidity situation.

Financial Statements

The requirements for the financial statements of an issuer applying for admission to trading follows from Euronext Growth Rule Book I ("Rule Book I") section 3.1.3 and Rule Book II section 2.1.3.2. According to the guidance to Rule Book II section 2.1.3.2, "*[t]he Issuer must have produced annual report for the two preceding financial years or for such shorter accounting period that the Issuer has been in existence, subject to ordinary audit*". It further follows from Rule Book II section 2.1.3.2 (ii) (2) that "*Issuers preparing its accounts in accordance with Lov om årsregnskap m.v (regnskapsloven) may not prepare financial statements using exemptions for small enterprises*" (our underlining).

While the Company has financial history for more than three years, the Company has informed Euronext Oslo Børs that it has historically prepared its financial statements in accordance with NGAAP for small enterprises, and that this includes its financial statements for 2022 and 2023. The Company has also argued that historical financial information is without interest as the Company has discontinued the operations that the historical financial information relates to. For these reasons, the Company has applied for an exemption from the requirement to provide historical financial information for the two preceding year.

Euronext Oslo Børs has not concluded on whether an exemption would be granted in this particular case but notes that it will generally be restrictive in giving such exemptions. As it has not been concluded whether the Company would be granted an exemption, Euronext Oslo Børs has not in its delisting decision given decisive weight to the fact that the Company is currently not able to present historical financial information in compliance with the requirements for admission to trading.

Management and board of directors

- Sufficient expertise

The Company's current management consists of the CEO Harald B. Hansen. The Company has confirmed that it is not aware of any circumstances which would make Mr. Hansen unfit to participate in the management of an issuer admitted to trading on Euronext Growth Oslo.

The question remains whether the Company's management has sufficient expertise and resources to satisfy the requirements for the correct and timely management and distribution of information, including submission of financial accounts in accordance with applicable laws and regulations, as is required according to Rule Book II section 2.1.4.1 (2).

The Company has referred to that Mr. Hansen has "for the last 30 years held CEO and COO positions in Oil & Gas service and tech companies, including 18 years in now TechnipFMC responsible for business build into well operations in Norway, US and Caspian, and business venture into renewables " and that he for the last three years has served as COO in Knox. The Company has also informed that Mr. Hansen has attended an introductory course regarding continuing obligations.

The Company's board of directors consists of Geir Aune as chairman and Georges Jacques Lambert as board member. The Company has confirmed that it is not aware of any of the members of the Company's board of directors having acted in such a manner as to make them unfit to be a member of the board of an issuer admitted to trading on Euronext Growth Oslo

With respect to the board's expertise, it is a requirement under Rule Book II section 2.1.4.2. that at least one member of the board of directors must have satisfactory expertise in respect of the rules that apply to Issuers admitted to trading on Euronext Growth Oslo. In relation to this requirement, the Company has primarily referred to the experience of Geir Aune. In its Continued Trading Report, the Company states that Mr. Aune "has more than 20 years experience as CEO or Executive Chairman in public companies, mostly related to the oil and gas service industry. He has served as CEO of Ocean Rig, DSND Subsea, Wilrig and NCL. Additionally, he has designed and executed 45 capital market transactions in public listed companies".

In addition to experience of the Company's management and board of directors, the Company has informed that "Knox has delegated its control functions to an accounting firm, meaning that the accounting firm holds the expertise related to the Company's reporting obligations. Considering the limited scope of Knox' operations, this arrangement is deemed the most cost effective solution for now".

Euronext Oslo Børs takes note that the Company's management and board of directors has significant previous experience, that the Company's CEO has attended an introductory course regarding continuing obligations and that the Company is also supported by external resources in relation to its reporting obligations. However, based on the handling of important information in relation to the Transaction and the Company's breach of the continued listing requirements, Euronext Oslo Børs questions whether the Company has satisfactory expertise and resources for correct and proper management and distribution of information, hereunder with regards to the reporting and disclosure obligations.

As explained in paragraph 2 above, after having received the Continued Trading Report from the Company, Euronext Oslo Børs requested on 21 May 2024 that the Company were to submit additional documentation, hereunder that the company submitted a document that meets the requirements for the content of an application for admission to trading together with a Due Diligence report prepared by an Euronext Growth Advisor. Further, in order for the investors to have sufficient and updated information on the Company, Euronext Oslo Børs also required that the Company prepared an information document in accordance with Rulebook II section 2.3.

Despite that the abovementioned documentation was to be submitted within 24 June 2024 and that no formal extension of the deadline has been given to the Company, none of the requested documentation has since been submitted to Euronext Oslo Børs as of the date of this letter, approx. three months later. During this period of time, the Company has missed deadlines set by Euronext Oslo Børs as well as several deadlines set by itself. The Company has also provided information to Euronext Oslo Børs which have later turned out to be wrong, such as when the Company has stated that it would be able to submit a DD-report within certain dates, while in reality it had still not appointed any Euronext Growth Advisor at such time. Inaccurate information has also been provided to the market, e.g. in the stock exchange release published on 1 August 2024 where the Company announced that it would submit the documentation requested by Euronext Oslo Børs "within the coming weeks".

The information requested by Euronext Oslo Børs is necessary both in order for investors to make well-considered investment decisions in a period of significant change at the company and in order for Euronext Oslo Børs to fully assess whether the Company is still suitable for listing. In light of the importance of the requested documentation, Euronext Oslo Børs finds the Company's management of information in relation to the continued listing process to be unfortunate. In the view of Euronext Oslo Børs, it is questionable whether a company is suitable for continued listing when such essential information is not provided by the Company in sufficient time.

Taking the above into account, Euronext Oslo Børs does not find it sufficiently documented that the management and board of directors of the Company have the expertise and resources as required according to Rule Book II Sections 2.1.4.1 and 2.1.4.2.

Number of shareholders and 15 % spread of share ownership

According to its Continued Trading Report, "Knox will have more than 30 shareholders, each holding shares with a value of at least NOK, and more than 20% of the shares will be distributed amongst the public after completion of the Transaction". Further, in the meeting held on 27 August 2024, the Company confirmed that it has sufficient spread of ownership and the required number of shareholders, cf. Rule Book II sections 2.1.5.2 and 2.1.5.3.

Based on information from the Norwegian CSD as of 16 September 2024, approx. 26.2% of the shares seem to be held by the general public and around 130 of these shareholders hold shares for more than NOK 5.000. As such, the requirements in Rule Book II Sections 2.1.5.2 and 2.1.5.3. are seemingly fulfilled as of the date of this decision.

Euronext Oslo Børs further notes the following from the Continued Trading Report:

> "*Following the completion of the acquisition of Rapid shares from Blue Concept and the issuance of the Consideration Shares, the other shareholders in Rapid shall be offered to sell their Rapid shares against receiving Knox shares. Hence, there is an agreed structure whereby the Transaction is the first step of establishing Knox with control of a consolidated operational business.*
>
> *If and to the extent not all the remaining shareholders in Rapid accepts the subsequent offer and swap their ownership in Rapid with shares in Knox, it is intended that Blue Concept may increase its ownership in Knox up to 90%. To*

facilitate this, Knox has issued warrants (the "Warrants") to Blue Concept, that may be exercised to the extent the acquisition of shares in Rapid (in addition to the shares acquired from Blue Concept) falls short of a 100% ownership in Rapid. The Warrants expire by year end 2024." (our underlining)

The Company has since published an announcement on NewsWeb inter alia stating that:

"*Blue Concept Ltd. has notified the exercise of warrants pursuant to the EGM resolution. The number of warrants corresponds to the maximum number permissible under the terms set out in the EGM resolution, i.e., 340,844,221 warrants, and within the prescribed deadline. The number of shares issued may be reduced pursuant to the warrant terms and will be determined based on the final number of shares in Rapid Oil Production Ltd. that are to be converted into shares in the Company, in accordance with the Offer, as defined and further detailed in the Company's stock exchange announcements on 23 August 2024.*"

It is currently unclear to Euronext Oslo Børs what Blue Concept's ownership in Knox will be following finalisation of the offer to Rapid Oil shareholders.

Other requirements for shares and legal standing of the Company

The Continued Trading Report states that "*[a]ll shares of Knox will continue to be issued in the same class, be freely transferable and each give one vote at the Company's general meeting. Knox' shares are registered in the Norwegian central securities depository, Euronext Securities Oslo*". That the "other requirements for Shares" are complied with was also confirmed by the Company in the meeting on 27 August 2024.

We do not have reason to doubt the correctness of the statements made by the Company in respect to the shares issued by it. However, it should be noted that Euronext Oslo Børs have required the Company to document compliance with all listing requirements (including compliance with the requirements regarding shares in Rule Book I section 3.1.4 – 3.1.6 and 3.1.11, as well as Rule Book II Sections 2.1.5.4 – 2.1.5.7) by submitting a DD-report prepared by a Euronext Growth Advisor and that the Company has not provided any such report. As the DD is required to be prepared by an independent third party, this would have provided additional comfort to Euronext Oslo Børs. Further below under "Sufficient information and suitability for admission to trading", we address in more detail how lack of sufficient information affects the suitability assessment of the Company.

With regard to the market value of the shares, the shares of the Company are trading for approx. NOK 18,20 as of 10 October 2024, meaning that the requirement in Rule Book II section 2.1.5.6 is currently fulfilled.

The Company confirmed during the meeting on 27 August 2024 that its legal standing is in compliance with the requirement in Rule Book I section 3.1.3.

EGA

According to Rule Book II section 2.1.1, an Issuer applying for admission to trading shall be assisted by an Euronext Growth Advisor. The Company have made efforts to appoint several

different companies as Euronext Growth Advisor, hereunder [redacted], [redacted], [redacted] and [redacted]. However, the Company stated 11 September 2024 that it had not yet appointed an Euronext Growth Advisor. We have since not received information which suggests that this has changed. We therefore assume that the requirement is not met.

Sufficient information and suitability for admission to trading

According to Rule Book II section 2.1.2.1 (2), Euronext Oslo Børs "*may, on the basis of an overall assessment of the suitability of an Issuer and its Shares, decide against admitting the Shares to trading if Oslo Børs is of the view that this is appropriate in order to protect the interests of investors, the general confidence in the stock market and the securities market, or based on any other appropriate grounds pursuant to Rule 3.7.3 in Rule Book Part I. This applies regardless of whether an Issuer satisfies all the requirements for admission to trading. There must be grounds for such refusal, cf. Rule 3.7.3 in Rule Book Part I.*"

The purpose of the abovementioned section is to enable Euronext Oslo Børs to refuse an issuer's application for admission to trading on the basis of a more general overall assessment even if it satisfies all the conditions for admission. The rationale for this is the need to protect investors' interests, general confidence in the stock market and securities market, and reputation of Euronext Growth Oslo as a secure and orderly marketplace.

In relation to the suitability of Knox, we firstly refer to the above assessment of the Company's board of directors and management. As mentioned, Euronext Oslo Børs finds it questionable whether the Company has sufficient expertise and resources within its board of directors and management to comply with the requirements in Rule Book II sections 2.1.4.1 and 2.1.4.2.

In its overall suitability assessment, Euronext Oslo Børs puts high emphasis on a company's ability to distribute timely and sufficient information to the market, as this is crucial in order for market participants to do informed investment decisions. This is evident from Rule Book II section 2.1.2.1 (1), which states that a condition for admission is that the "*Issuer can provide sufficient information in order for market participants to be able to determine fair market prices*". Because of this same reason, Euronext Oslo Børs required the Company to provide an information document following the Transaction. In Euronext Oslo Børs' email to the Company from 21 May, Euronext Oslo Børs stated that "*In order for the investors to have sufficient information on the issuer, we also require that the Company prepares an Information Document in accordance with Euronext Growth Oslo Rulebook II section 2.3. This document shall be controlled by the Company's Euronext Growth Advisor, cf Rulebook II section 2.3*". As previously stated, no such information document has since been published by the Company.

As of the date of this letter, there is limited public information about the Company's current business. Euronext Oslo Børs has considered that the Company has published certain announcements on NewsWeb in order to provide the market with information about recent developments, however, the information provided in these announcements is not nearly as detailed as the information required to be disclosed in an information document. Also, contrary to what is the case for information provided in an information document (which is required to be controlled by an Euronext Growth Advisor), the information published by the

company on NewsWeb has not been controlled or confirmed by any independent party. Taking into account that the Company has divested all assets related to its previous business and acquired assets with the view to initiate business in an entirely different industry, Euronext Oslo Børs considers it necessary that the Company publishes an information document in accordance with Rule Book II section 2.3. When this has not been done, Euronext Oslo Børs finds it questionable whether the Company has published sufficient information for the market to determine fair market prices for the shares.

The purpose of Euronext Oslo Børs requesting the Company to provide an application for admission to trading, DD-report and information document was not only to ensure that the market received sufficient and updated information about the Company, but also to ensure that Euronext Oslo Børs have sufficient information about the Company in its current state. The Company has essentially closed down its original business and acquired business in an entirely different industry, thereby drastically changing the nature of the Company compared to what was originally admitted to listing. For this reason, Euronext Oslo Børs found the requested documentation to be necessary in order to sufficiently assess the Company's suitability for continued admission to trading.

As previously stated, the Company has as of the date of this decision not submitted a listing application, DD-report or published an information document. Euronext Oslo Børs has however considered the Continued Listing Report and the additional information provided by the Company in its subsequent communication with Euronext Oslo Børs (as summarized in paragraph 2 above), none of which is verified by an independent third party. In total, Euronext Oslo Børs is of the opinion that the information currently made available by the Company does not give sufficient basis for making a thorough assessment of its suitability for continued admission to trading. It would however undermine the purpose of the rules on continued listing if a company could avoid scrutiny from Euronext Oslo Børs simply by not submitting the required documentation. Therefore, when a company has not provided sufficient documentation to assess whether the company is suitable for continued admission to trading, Euronext Oslo Børs must, in order to prevent circumvention of the rules on continued listing and admission to trading, generally have to assume that the company is not suitable for continued listing. Euronext Oslo Børs also finds that this is the most appropriate conclusion in order to "*protect the interests of investors, the general confidence in the stock market and the securities market*", cf. Rule Book II section 2.1.2.1 (2).

In summary, Euronext Oslo Børs finds that the Company has not provided sufficient information to the market as is required according to Rule Book II section 2.1.2.1. (1). Further, Euronext Oslo Børs finds that the company has provided insufficient information for Euronext Oslo Børs to conclude that the company is suitable for continued trading on Euronext Growth Oslo.

6. Assessment - removal from trading of shares issued by the Company

Based on an overall assessment, Euronext Oslo Børs has decided to initiate a procedure to remove the shares of the Company from trading on Euronext Growth Oslo. The legal grounds for removal from trading follows from the Securities Trading Act section 9-30, which states that:

> "The operator of an MTF or organised trading facility may suspend or remove from trading on the facility a financial instrument which no longer complies with the facility's conditions or rules. However, this shall not apply if suspension or removal of the instrument would be likely to cause significant detriment to the holders of the instrument or the facility's tasks and functioning."

The rules on removal from trading in the Securities Trading Act gives legal basis for Euronext Oslo Børs to remove the shares of a company from trading where the admission conditions on the relevant marketplace are no longer satisfied. As concluded above in paragraph 5, the Company does not comply with all listing requirements. The question then remains whether a removal from trading in this particular case will cause such "significant detriment to the holders of the instrument or the facility's tasks and functioning" that the Company should still be allowed to remain listed, cf. the Securities Trading Act section 9-30.

The rules on removal from trading in the Securities Trading Act incorporates MIFID II into Norwegian law and must be seen in connection with this legislation. It follows from article 80 paragraph 1 of the Commission Delegated Regulation (EU) 2017/565 ("Commission Delegated Regulation") that a removal from trading of a financial instrument shall be deemed likely to cause significant damage to investors' interests or the orderly functioning of the market particularly where (a) "it would create a systemic risk undermining financial stability, such as where the need exists to unwind a dominant market position, or where settlement obligations would not be met in a significant volume", (b) "the continuation of trading on the market is necessary to perform critical post-trade risk management functions when there is a need for the liquidation of financial instruments due to the default of a clearing member under the default procedures of a CCP and a CCP would be exposed to unacceptable risks as a result of an inability to calculate margin requirements", and (c) "the financial viability of the issuer would be threatened, such as where it is involved in a corporate transaction or capital raising".

Euronext Oslo Børs does not find any of the circumstances mentioned in the Commission Delegated Regulation article 80 paragraph 1 (a)-(c) to be applicable in this case. However, it further follows from article 80 paragraph 2 that "*all relevant factors*" shall be considered when determining whether a removal is likely to cause significant damage to the investors' interest or the orderly functioning of the market, including (a) "the relevance of the market in terms of liquidity where the consequences of the action are likely to be more significant where those markets are more relevant in terms of liquidity than in other markets" and (b) "the nature of the envisaged action where actions with a sustained or lasting impact on the ability of investors to trade a financial instrument on trading venues, such as removals, are likely to have a greater impact on investors than other actions".

When considering the interests of the shareholders, Euronext Oslo Børs' practice has generally assumed that the interests of retail investors must be given special consideration, and a strict practice has been followed. Euronext Oslo Børs will to a lesser degree consider the interests of more professional investors, such as institutional investors and investment companies, as these are generally considered to be well positioned to protect and enforce their interests also in a delisted entity.

Euronext Oslo Børs has considered what negative impacts a removal from trading from Euronext Growth Oslo will have for the shareholders. With respect to the abovementioned

Commission Delegated Regulation article 80 paragraph 2 alternative (b), Euronext Oslo Børs is of the opinion that a removal from trading will generally represent disadvantage for the holders of the Company's financial instruments as this implies that investors will lose the benefits from organized trading, such as the Company's disclosure obligations, financial reporting, and investor protection. This will accordingly be consequences for the shareholders of the Company if the shares are removed from trading on Euronext Growth Oslo. Euronext Oslo Børs understands that a removal from trading of the Company will have negative consequences for the shareholders in terms of the flow of information from the Company. With respect to the Commission Delegated Regulation article 80 paragraph 2 alternative (a), Euronext Oslo Børs has also considered to what extent a removal from trading from Euronext Growth Oslo potentially may impact liquidity in the shares. As the shares are not listed on any other marketplaces, a removal from trading from Euronext Growth Oslo will entail that the shares will not be tradeable on any public market.

Notwithstanding the abovementioned negative effects for shareholders, it follows from the abovementioned section 9-30 that Euronext Oslo Børs is prohibited from removing shares of a company from trading only if the detriment to the shareholder and the facility's tasks and functioning is "significant". As such, while a delisting will generally have certain negative consequences for shareholders, this does not necessarily hinder removal from trading.[1] A concrete assessment must therefore be made as to whether a removal from trading will have adverse consequences in the case in question. The negative consequences for the shareholders must also be considered in light of the arguments in favour of a removal from trading. Therefore, the integrity of the marketplace and the general confidence in the stock market will also be emphasised by Euronext Oslo Børs. In that relation, the non-compliance with admission requirements and the lacking suitability of an issuer has been considered as relevant arguments in the overall assessment of removal from trading.

Euronext Oslo Børs notes that the Company has a limited market capitalization of approx. NOK 38,623 million[2] and that the trading volume in the shares is fairly low. Based on transcripts from the Norwegian CSD as of 10 October 2024, there has been an average of 21 daily trades in the shares so far in 2024, with an average daily trading volume of NOK 161 256 (meaning that the average size of each share transaction is approx. NOK 7 700). Further, liquidity has seemingly been reduced during the year –since 1 July 2024, there has been an average of 8 daily trades, with an average daily trading volume of NOK 46 858. Euronext Oslo Børs also notes that the Company has 413 shareholders as of 11 October 2024, whereof the majority holds shares for less than NOK 5.000 and that the average minority shareholder holds shares for around NOK 24 600[3]. While there is still some liquidity in the shares which are of relevance to the shareholders, the already low liquidity and the value of the shares held by each minority shareholders means that the further consequences of a delisting are somewhat limited. Separately, Euronext Oslo Børs notes that the Transaction led to an extensive dilution of the shareholders of the Company. It also seems likely that the shareholders will be even further diluted when taking into account the warrants issued to Blue Concept, the convertible loans recently concluded by the Company and that the Company has stated that it might issue shares as part of the payment structure for future investments.

With respect to the time given to shareholders to adjust to a delisting, it is noted that Euronext Oslo Børs published a stock exchange on 31 July 2024 where it stated that it was considering

[1] cf. OBKN-2018-1 EMAS

[2] Based on the last traded price of NOK 18,20 on 10 October 2023

[3] Shareholders other than Blue Concept HLD AS, based on the last traded price of NOK 18,20 as per 10 October.

to remove the Company from trading on Euronext Growth Oslo. As such, the shareholders have already been aware of the possibility of a removal from trading for some time now. The interests of the shareholders may also be taken into account by Euronext Oslo Børs setting the delisting date some time after the resolution, ensuring that the shareholders are given further time to adjust to the removal from trading.

All in all, Euronext Oslo Børs finds that a removal from trading cannot be expected to cause such material consequences for the shareholders of the Company or for the facility's duties and function that it outweighs the arguments in favor of delisting. Notably, Euronext Oslo Børs has not found it sufficiently documented that the Company is suitable for trading. Euronext Oslo Børs has also found that the Company has not provided sufficient information for investors to make well founded investment decisions or for the market to determine fair prices. Euronext Oslo Børs considers that allowing companies to remain listed in such cases may be detrimental to the integrity of Euronext Oslo Growth and is capable of damaging the confidence in the marketplace.

In making its decision, Euronext Oslo Børs has also considered the purpose of rules on continued listing, which is to prevent companies that would not have been admitted to trading from being able to circumvent this by merging with an already listed company. Euronext Oslo Børs notes that the Company has entirely changed its core business, discontinued its original business and divested all assets related thereto. As a result, the nature of the Company has changed entirely compared to when it was first admitted to trading on Euronext Growth Oslo. Based on the assessment in paragraph 5 above, there are several factors which indicates that the Company would not have been admitted to trading if it were to apply today.

With respect to a removal from trading, it follows from Rule Book II section 3.17.2 (3) that:

> "*Before a decision on removal from trading is made, the question of removal from trading and which measures, if any, that could be implemented in order to avoid removal from trading, shall be discussed with the Issuer. If the circumstance that justifies removal from trading can be rectified, Oslo Børs may grant the Issuer a certain period of time to rectify the circumstance or it may order the Issuer to draw up a plan in order to re-satisfy the conditions or rules. Concurrently the Issuer shall be advised that if the circumstance is not rectified or a satisfactory plan is not presented by the deadline, the financial instruments in question will be considered removed from trading.*"

Euronext Oslo Børs refers to the correspondence between the parties as summarised in paragraph 2 above. Euronext Oslo Børs has on numerous occasions informed the Company that Euronext Oslo Børs considered to remove the shares of the Company from trading and that, in order to avoid removal from trading, the Company would have to submit an application for admission to trading, information document and DD-report. Euronext Oslo Børs has also sent two draft decisions on delisting to the Company, asking the Company for its remarks in relation to a delisting decision. In response, the Company has presented certain arguments against a removal from trading, but not submitted the documentation requested by Euronext Oslo Børs. We want to underline that, although Euronext Oslo Børs has never formally accepted an extension of the deadline to submit the application for admission to trading, information document and DD-report, Euronext Oslo Børs has still waited more than three months after the deadline without having received any of the requested documentation. In summary, Euronext Oslo Børs finds that the company has been duly notified of the possibility of a removal from trading and that the Company has been given ample time to rectify the circumstances that justifies the removal from trading.

After having considered all aspects of the case, Euronext Oslo Børs has decided to remove the shares of the Company from trading on Euronext Growth Oslo. It is important to underline that Euronext Oslo Børs does not primarily view this as a sanction against the Company, but rather as a necessary measure in order to maintain the integrity and continued functioning of Euronext Growth Oslo as a marketplace, thereunder including the rules on admission and continued listing.

Euronext Oslo Børs finds that the integrity and functioning of the marketplace is best served by implementing a removal from trading relatively immediately. At the same time, it has been considered that the Company's shareholders should be given some time to adjust to the fact that the shares will no longer be listed. Based on a balancing of these conflicting interests, Euronext Oslo Børs has therefore concluded that the last day of listing will be 25 November 2024, giving the shareholders approximately six weeks to adjust to the fact that the Shares will no longer be listed on Euronext Growth Oslo.

7. Resolution

Euronext Oslo Børs has made the following resolution:

> "*Euronext Oslo Børs has concluded that Knox Energy Solutions AS, issuer of shares with ISIN NO 0013289413, does not satisfy the rules and conditions for continued listing on Euronext Growth Oslo.*
>
> *Oslo Børs has therefore decided to remove the shares from trading, cf. the Securities Trading Act section 9-30, cf. Euronext Growth Oslo Rule Book II 3.17.2 (1).*
>
> *The shares in Knox Energy Solutions AS will be delisted from the Euronext Growth Oslo as of 26 November 2024. The last day of trading will be 25 November 2024.*"

This decision can be appealed to the Euronext Growth Oslo Appeals Committee within two weeks, cf. Rule Book II section 3.20.

Regards,
Oslo Børs ASA

Torstein Løken Ødegård
Listing Admission Manager
Euronext Oslo Børs