MERIAURA GROUP

Annual report 2024

Contents

CEO's Review of 2024

A Year of Many Successes

In October 2024, I transitioned from my role as Chairman of the Board to assume the position of CEO, as the previous CEO moved on to pursue new opportunities. Although leading a publicly listed company was a novel challenge for me, my extensive experience in corporate leadership was recognised as crucial for streamlining operations and enhancing the company's profitability. The collaboration with our skilled and innovative teams, Maritime Logistics under the leadership of Beppe Rosin, and Renewable Energy directed by Antti Lilleberg, proceeded exceptionally well. Additionally, we streamlined the Group's administration and centralised operations in our Turku office.

> "In the renewable energy business, 2024 was very successful in terms of growth: The order backlog increased significantly, and turnover nearly quadrupled.
>
> Jussi Mälkiä, CEO, Meriaura Group

The operating environment over the past year presented numerous challenges. Geopolitical instability persisted and may now be considered the "new normal." Despite general economic uncertainty and difficulties, Meriaura Group achieved significant successes through persistent and dedicated work.

Growth and Development in Business

In the renewable energy business, 2024 was very successful in terms of growth: The order backlog increased significantly, and turnover nearly quadrupled. We signed three new large delivery contracts for solar collector fields in France and Germany, and the largest solar collector field in the company's history was installed in Bad Rappenau, Germany. Production at the Mikkeli plant transitioned smoothly from project to project in preparation for the installations of the Lübeck and Palau-del-Vidre solar collector fields, which began at the end of the year.

Rasol, a supplier of photovoltaic systems acquired at the end of 2023 as part of the Renewable Energy business, continued to operate within a challenging market environment, with its revenue falling short of expectations. However, we made substantial investments in product development, particularly in the areas of energy storage and control systems. The first installations of photovoltaic systems with battery packs utilising smart technology were made. Expectations for these new generation cost-effective energy systems are high.

In maritime logistics, the highlight of the year was the order of two new bio-oil-powered vessels. These newbuildings will join our fleet in 2026, but we have already increased freight capacity by about 15% in the past year through new time-charter contracts. Our ambitious goal of creating a carbon-neutral shipping company is progressing slowly but surely. Compared to the previous year, we again increased the use of bio-oil in three of our vessels, although not all our objectives were met. The financial result in maritime logistics was fair considering the circumstances and the volatile market.

I would like to extend my warmest thanks to the entire Meriaura Group staff for their dedicated and professional work. Although the world is currently taking some backward steps in sustainability, promoting the green transition remains at the core of our collective efforts.

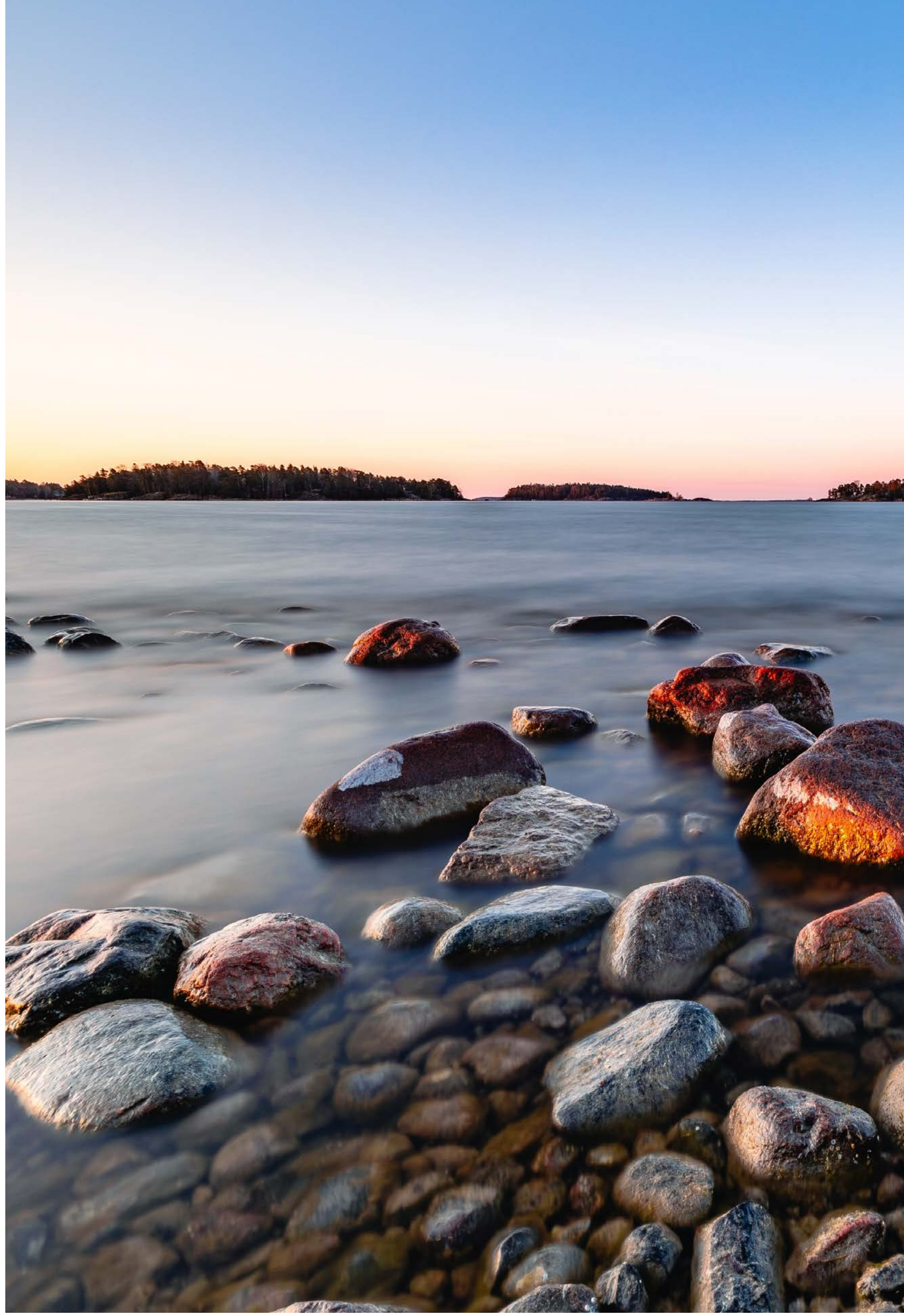
Future Prospects

Strategic development of operations continued throughout 2024. As announced in January 2025, 2024 is likely to be the last year of Meriaura Group in its current form. We signed a conditional share exchange agreement for the entire share capital of Summa Defence Oy. The goal of the arrangement is to build a strong group of companies in Finland focusing on safety and security of supply, with so-called dual-use technology playing a significant role.

The sale of the maritime logistics business, including Meriaura Oy and its subsidiary VG-EcoFuel Oy, back to the former parent company Meriaura Invest Oy as an unlisted family business is related to the maritime sector's financing conditions. Practice has shown that combining the asset-heavy Maritime Logistics business with the project-based solar energy business is ineffective. The covenant for financing agreements in Maritime Logistics requires the current principal owner to maintain a holding of more than 50%. Given the financial market conditions and the company's financing needs, this covenant limits the company's ability to function as a publicly listed company, where shares should be liquid, and the principal owner's holding could be diluted.

Renewable energy aligns with the goals of promoting security of supply and domestic preparedness, making it a suitable addition to the Summa Defence group. The merger is also expected to significantly increase the shareholder value for the former Meriaura Group shareholders. We expect growth and development for our renewable energy companies under new management.

Jussi Mälkiä
CEO



Meriaura Group in Brief

Meriaura Group in Brief

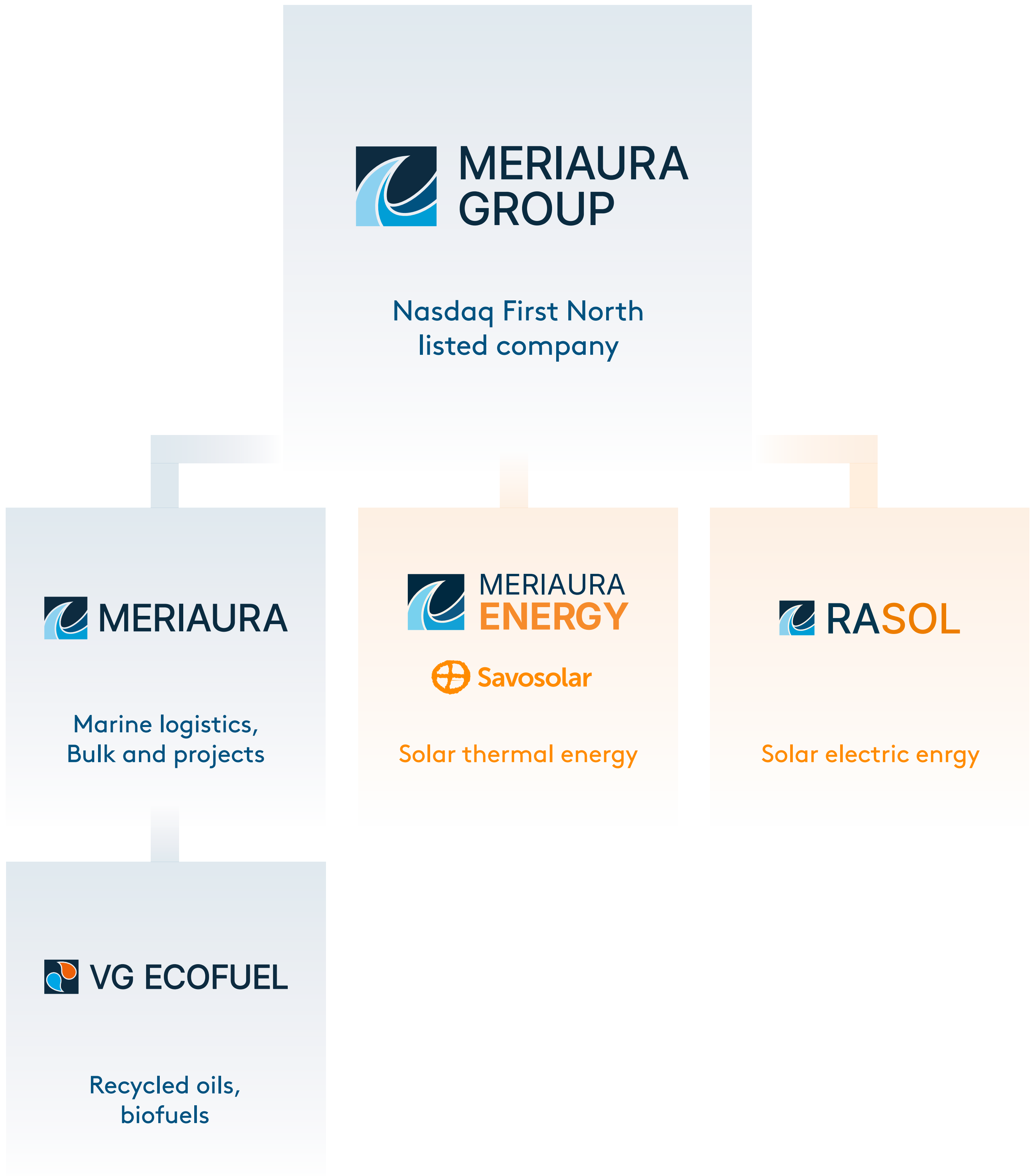
Meriaura Group Plc has two business areas: Marine Logistics and Renewable Energy.

Meriaura Oy, which engages in the Marine Logistics business, is a major provider of transport for bulk cargo and demanding project deliveries in Northern Europe, especially in the Baltic Sea and North Sea regions. The company provides its customers with competitive low-emission marine transport services, which are based on long-term affreightment agreements, a modern fleet and the active development of operational sustainability. Meriaura also has a strong market position as a marine transport provider in renewable energy construction projects.

The Marine Logistics business also includes VG-EcoFuel Oy, which produces biofuels from bio-oils and recycled oils generated as industrial byproducts.

The Renewable Energy business focuses on comprehensive clean energy solutions. Meriaura Energy Oy designs and delivers clean energy production systems as comprehensive deliveries for industry and district heat production. Energy production is built around large-scale solar thermal systems implemented using high-performance solar thermal collectors manufactured by the company. The Renewable Energy business also includes Rasol Oy, which provides high-quality solar power systems for buildings, businesses and solar parks.

Meriaura Group Plc's shares are listed on Nasdaq First North Growth Market Sweden under the symbol MERIS and on Nasdaq First North Growth Market Finland under the symbol MERIH.



History of Meriaura Group

1986 Meriaura Oy is established.

1993 Commercial operations begin with icebreaking and the transport of special cargo with a pontoon-tug combination.

1996 VG-Shipping Oy is established, and the company acquires its first dry cargo vessel.

2001 With the acquisition of the ground logistics company Pernotrans, the Group begins to provide logistics and stevedoring services to the shipbuilding industry. Meriaura's fleet consists of four dry cargo vessels.

2010 The company invests in renewable energy and starts its own production of bio-oil.

2012 The Meri ship is completed at the Turku shipyard. MV Meri is the world's first commercial cargo vessel designed to be fuelled by bio-oil.

2016 Two energy-efficient next-generation bio-oil-powered vessels join the fleet.

2018 Meriaura is the first maritime transport company to launch a low-carbon transport contract (EcoVoy) and introduce a waste reduction programme for its fleet.

2021–2022 An environmental management system is implemented and certified. Systematic emissions monitoring is extended to cover the entire fleet.

2009 Savosolar Plc is established, and the development of solar collectors begins in Mikkeli.

2011 The first certified collector and first deliveries in Finland. Savosolar wins the prestigious Intersolar Award.

2014 The first major order for a solar thermal system in Løgumkloster, Denmark.

2015 Listing on First North Growth Market Sweden and First North Growth Market Finland.

2018 The first delivery to France and the first delivery of a solar thermal system for the production of industrial process heat.

2020 Deliveries exceed 100,000 m².

2022 Meriaura Oy and Savosolar Plc merge to become a strong player in promoting the green transition in marine logistics and renewable energy

2023 The combined group is named Meriaura Group Plc. The solar thermal business is incorporated into Meriaura Energy Oy, in which Savosolar continues as a well-known solar thermal brand. Rasol Oy, a provider of solar power systems, is acquired to expand the Renewable Energy offering.

2024 Meriaura orders two newbuildings. The Renewable Energy business almost quadruples its revenue

1/2025 Meriaura Group Plc and Summa Defence Plc sign a conditional share exchange agreement. If materialized, the arrangement will create a strong group of companies focusing on safety and security of supply in Finland.

Marine logistics

MERIAURA

From a Strong Foundation Towards a Sustainable Future

The operating environment for maritime logistics was more challenging in many respects than in the previous year. Economic uncertainty, increased political tension, the threat of trade wars and labor market unrest contributed to market volatility and reduced predictability. Additionally, climate change continues to present growing challenges to the industry, with mitigation efforts progressing at a slow pace. Despite this, our performance over the past year remained stable, as we maintained a positive attitude and continued to approach the future with confidence.

Meriaura Ltd's revenue from January 1 to December 31, 2024, was 65.3 million euros, growing by 6% from the previous fiscal year. The business's profitability decreased slightly from the previous year, but considering the market situation, overall profitability can be considered satisfactory. The bulk business revenue was 44.1 million euros, and the project business revenue was 19.0 million euros. The bulk business accounted for 68% of revenue, and the project business accounted for 29%.

In the bulk business, demand became more unstable and harder to predict, and profitability weakened due to the sharp increase in costs. The seasonal fluctuations in demand, typical of the industry, were exceptionally strong during the year. However, transport volumes remained relatively good thanks to long-term customer contracts.

The project business's profitability improved slightly from the previous year, and the results achieved can be considered very good. In the project business, demand for heavy transport has increased in most segments, and the company's deck cargo ships were well utilised during the fiscal year. Demand for project transport is expected to remain stable in the coming years, and investments in renewable energy are expected to continue growing.

During the year, two new time-chartered vessels were added to our fleet, increasing our total capacity by about 15% by the end of the year compared to the previous year. Increasing the number of ships improved our flexibility and operational efficiency, allowing us to grow our customer base. The year's highlights included the order of two low-emission bio-oil-powered Eco Trader vessels with 25% more cargo capacity than our largest current ships. This development supports not only the cost-effectiveness of transport but also our emissions reduction targets. In addition to renewing and expanding the fleet, we have worked on the availability of biofuel and succeeded in increasing the use of biofuel in our fleet. Our carbon-neutral EcoVoy transport concept has attracted interest, leading to new EcoVoy agreements.

Our success depends on how well we can meet our customers' needs and expectations. The planned return of Meriaura Ltd to the ownership of Meriaura Invest during 2025 provides us with a strong foundation for the continuous development of our operations. We can now focus even better on core activities and advancing selected strategies such as emission-free maritime transport and fleet renewal.

Beppe Rosin
CEO Meriaura Ltd

2024 at Meriaura

65.4 M€ Turnover	**16** Vessels	**726** Successful voyages	**2.19 Mt** Cargo volume

16.7 g CO_2 emissions per tonne per km	**123** Personnel	**0** Injury frequency rate

2 x Eco Trader vessels ordered	**15 % increase** in capacity

Emissions Reductions for Customers with EcoVoy Transportation Contract

Meriaura transported cargo for several customers in 2024 using the carbon-neutral EcoVoy concept. The EcoVoy concept is based on Meriaura's vessels' ability to use biofuel as an energy source. When using biofuel that meets the criteria of the Renewable Energy Directive RED II, transport is carbon-neutral in terms of emissions during combustion. For biofuel made from recycled raw materials, the lifecycle emissions are also very low, as much as 97.7% lower than those of fossil fuel. The biofuel used by Meriaura is produced in Uusikaupunki, Finland, by Meriaura's subsidiary VG-EcoFuel Oy.

The EcoVoy concept has been audited by KPMG according to the ISAE3000 standard, ensuring emissions reductions for customers from the use of biofuel. The production of VG Marine EcoFuel™ is ISCC-certified, and the raw materials for the fuel are recycled materials and industrial byproducts sourced in the Nordic Region.

Boliden Reduced CO2 Emissions by 80 Tonnes

Meriaura transported metal concentrates for Boliden in a collaborative pilot project. Meriaura's biofuel-compatible vessels made five voyages of about 5,000 cargo tonnes between Gävle and Kokkola, Kemi, and Pori. By choosing Meriaura's EcoVoy, Boliden significantly reduced their CO_2 emissions, saving about 15 tonnes of CO_2 emissions per voyage. In total, the emissions reduction was approximately 80 tonnes compared to traditional fossil fuel-based transport. The lifecycle emissions for the five voyages using biofuel were less than two tonnes of CO_2.

"Our customer Boliden aims to be the world's most environmentally friendly metal producer. Maritime transport has been a particularly challenging area for achieving emissions reductions, and it's great that we can promote sustainable development in maritime transport together," says Meriaura's COO Mathias Landor.

Eeva VG is one of the vessels in Meriaura's fleet that uses regularly biofuel as power source.

Deck cargo carrier 'Meri' loaded offshore structures in Gdansk for Subsea 7.

Subsea 7's Transport Emissions Halved

Meriaura transported offshore structures for Subsea7, which are part of Aker BP's Skarv Satellites project. Meriaura's deck cargo carrier M/V Meri loaded the structures in Gdansk, Poland, and transported them to Sandnessjøen, Norway, using a fuel blend consisting of 50% biofuel and 50% marine gasoil. This reduced the transport's CO_2 emissions by about half compared to transports performed using only fossil fuels.

"We're very pleased to serve our customer Subsea7 and help them achieve their sustainability goals," says Meriaura's Chartering Manager Mathias Mattsson.

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>
> Mathias Mattsson, Chartering Manager, Meriaura Group

A Year of Growth in Renewable Energy

The year 2024 has been excellent for growth in the renewable energy business. We have signed three new delivery contracts for projects in France and Germany. I would also like to highlight our first greenhouse project in Palau-del-Vidre, France, which is the result of a long-term strategic partnership. The decarbonisation goals of the food industry value chains are constantly growing, and we believe we will gain a lot of new business from this sector in the future.

In Germany, market development has been clearly favourable, as evidenced by the signed delivery contracts for district heating plants. The acquisition of Rasol Oy in 2023 as part of the renewable energy business has proven to have been the right decision. Smart energy solutions for buildings will become an increasingly important part of society's energy system.

> We consistently invest in the professional development of our personnel, enhancing their expertise in renewable energy, and their understanding of customer needs and processes.
>
> Antti Lilleberg, CEO, Meriaura Energy

Market prospects have markedly improved since the challenges of recent years, such as rising interest rates, increased material cost and general uncertainty in the energy sector. In the future, we will seek growth especially from our largest business area, solar thermal business, large solar photovoltaic parks (PV) and energy storage. In the building-scale business, we will continue on the chosen path, focusing on smart energy solutions for buildings, combining local energy production, energy storage and smart energy management. Environmental sustainability, safety and reliability play a vital role.

We are in a field of expertise where skilled and competent personnel are the foundation of our competitive advantage. We consistently invest in the professional development of our personnel, enhancing their expertise in renewable energy, and their understanding of customer needs and processes.

Social and environmental sustainability and climate impacts within the value chains of renewable energy are critical themes that we actively promote across various sectors. In our project planning and delivery, we adhere to a dedicated biodiversity program aimed at fostering positive biodiversity outcomes in the project area. We are particularly careful in selecting subcontractors and material suppliers, favouring credible and reliable suppliers, preferably from the EU area.

The year 2024 has been a turning point, and we look to the future with hope and enthusiasm. We continue to work for sustainable and smart energy, emphasising sustainability and responsibility in our business.

Antti Lilleberg
CEO, Meriaura Energy

Key Figures in Renewable Energy

12.9 M€
Turnover

20 MWth
Capacity installed

41
Employees

~ 12M€
Total value of new large projects

4
Large ongoing projects (solar thermal)

3
New large projects signed

325
PV (solar electric) installations in 2024

+10,000
Number of PV panels installed in 2024

Customer case

Innovative Renewable Energy Cluster Strengthened by Solar Thermal Plant in Bad Rappenau

In June 2023, Meriaura Energy was selected as the main contractor for the construction of the new solar thermal plant in Bad Rappenau with a capacity of more than 20 MW, representing a turnover of around EUR 9M. Bauer Holzenergie is the owner and operator of the district heating of Bad Rappenau. This energy company is a pioneer in decarbonisation, as they already have several renewable energy sources like a biomass plant, photovoltaic installations, biomethane production – and, since January 2025, the freshly commissioned solar thermal plant delivered by Meriaura Energy. The primary benefits for the customer of this investment are a reduction in carbon emissions and access to cost-effective fuel-free heat that meets the entire district heating demand during the summer months.

The scope of supply includes the complete solar thermal plant's thermo-hydraulic design, the solar station's field layout and mechanical design, pipe layout and sizing, detailed storage design, the foundations' design and load calculations, land surveying, collectors' supply and installation, foundations, piping, solar station and heat storage, commissioning, documentation, and a performance guarantee.

The client's key decision criteria for selecting Meriaura Energy as the service provider were the high-quality reputation of Savosolar's brand, a perfect-fit product for a large-scale district heating application and the competitivity of the global offer, giving the lowest district heating energy costs.

"The team's expertise is our strength," says Miika Kilgast, Head of System Design at Meriaura Energy and Project Manager of the Bad Rappenau project. With more than 13 years' experience in solar thermal projects at Savosolar and later Meriaura Energy, Miika is a solar expert, known for his passion for implementing the solutions that best meet the customer's needs. "This is an interesting project, with solar thermal energy part of a larger energy cluster. To best serve the client, it's crucial to understand the whole picture, and in this project, it's about how our system is going to work effectively and seamlessly as part of a versatile combination of energy solutions."

Key figures for the project

Location	Bad Rappenau, Germany
Customer	Bauer Holzenergie
Installation year	2024
Collector area	c. 28,900 m^2
Number of collectors	1,809
Solar capacity	20.4 MWth
Annual production	13 GWh/a

Customer case

Innovative Emissions-free District Heating for Households in Lübeck

Meriaura Energy is delivering a solar thermal plant for the district heating network operator of Lübeck, Germany. As the main contractor, Meriaura Energy is delivering the whole solar thermal plant, which consists of the solar field, a heat storage tank and a technical building. The scope of supply also includes land construction and the control system for the facility's automatic operation. After commissioning and during operation, the solar thermal system will be able to produce up to 3.7 GWh of emissions-free heat per year, which will help the customer achieve its aim of making Lübeck climate-neutral by 2040.

The heat storage tank will regulate the heat generated by the solar thermal system to ensure a more even supply to the district heating network.

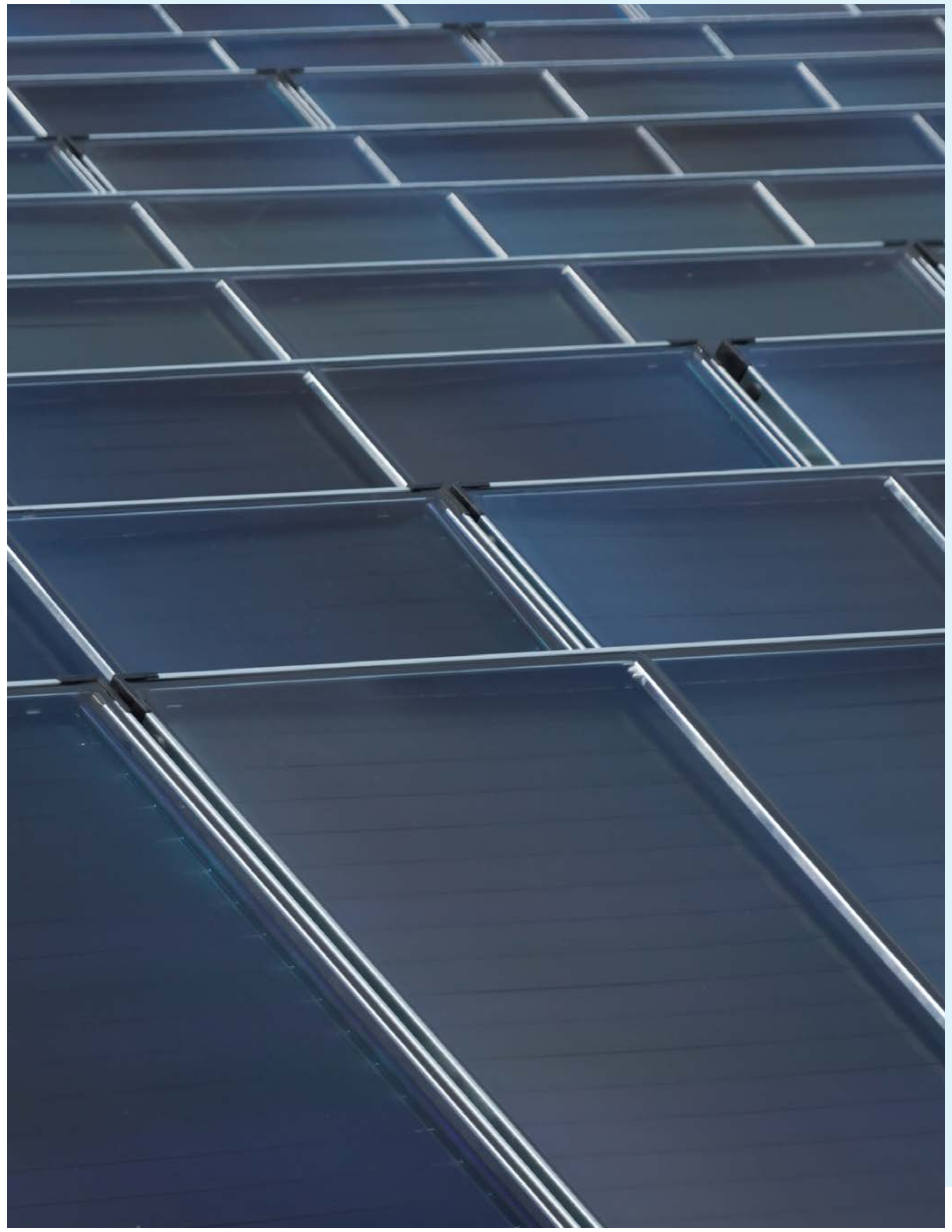
> "
> I'm excited to have the opportunity to contribute to the green energy transition in this project.
>
> Alina Zeiher, Project Manager, M.Sc. in Industrial Engineering

Additionally, a PV system will be built on site to generate the electricity consumed by the solar pumps, thus unburdening the local power grid. For the first time, Meriaura Energy will also construct a technical building of 290 m², where the solar and district heating station will be installed.

"The site's construction phase has just started, in December 2024. There's quite a tight project schedule and high quality requirements. Execution during the winter, when there's a lot of rain, has been a challenge we've overcome. I'm excited to have the opportunity to contribute to the green energy transition in this project," says Project Manager Alina Zeiher.

Key figures for the project

Location	Lübeck, Germany
Customer	Stadtwerke Lübeck Energie (energy provider of the city of Lübeck, Germany)
Installation year	2025
Collector area	c. 12,000 m²
Number of collectors	788
Solar capacity	8.7 MWth
Annual production	3.7 GWh/a



Customer case

First Solar Thermal Plant for the Greenhouse Industry in France

Meriaura Energy is providing a solar thermal plant to supply heat to the greenhouses of Les Serres Vermeil, an organic vegetable grower located in Palau-del-Vidre, France. The project has been developed in collaboration with Eiffage Énergie Systèmes – Cogénération SAS ("Eiffage Énergie Systèmes"), part of the Eiffage Group, a major French construction and infrastructure company. This project is the first industrial scale solar thermal plant in France aiming to produce heat for greenhouses. The achievement is a significant milestone for both the greenhouse industry and the solar thermal industry in France, as it is also owned and operated by the heat user. This marks Meriaura Energy's first delivery to the greenhouse industry.

The solar thermal plant's gross collector area is 5,453 m², with a solar capacity of approximately 4.6 MW. It can produce 3.5 GWh of solar thermal heat annually, with energy storage balancing production fluctuations. The unique tracker-mounted system allows the customer to both increase solar production over the year and to limit it when the greenhouses' energy demand is lower. In an area like Palau-del-Vidre, in southern France, the tracker-mounted system allows solar production to be improved by up to 30%.

"Serres Vermeils is part of 'Les Paysans de Rougeline', one of the biggest greenhouse owners' organisation in France. Their recognition of Meriaura Energy as a skilled and trusted supplier of high-quality solutions for renewable heat projects is noteworthy," says Fabien Barré, Project Director.

The Palau-del-Vidre plant is a significant contributor to sustainability, generating enough energy to decarbonise 37.5% of the customer's heat demand, representing around 770 tonnes of CO_2 emissions avoided annually. The project represents a significant milestone for the greenhouse industry as it moves towards decarbonising vegetable production and achieving self-sufficient and resilient operations.

The site's construction commenced in 2024, with completion expected in early 2025.

Key figures for the project

Location	Palau-del-Vidre, France
Customer	Les Serres Vermeil
Installation year	2024/2025
Collector area	c. 5,500 m²
Number of collectors	396
Solar capacity	4.6 MWth
Annual production	3,5 GWh/year

Customer case

Rasol's Solar Panels Provide Ecological Energy for the Vantaa Parish Union

The Vantaa Parish Union made a significant investment in renewable energy production in its facilities during 2024. Rasol supplied and installed solar power systems in the Vantaa parishes' properties.

"During the summer and autumn of 2024, 17 different solar panel systems were installed in various parish properties in Vantaa, mainly on the roofs of churches, but also on parish halls and cemetery maintenance buildings," says Pasi Valima, the Parish Union's property manager. More than 1,000 panels were installed, with a combined capacity of nearly 500 kWp.

High Quality a Key Factor in the Tender

Valima explains that the criteria for the system and its quality level were stringent in the public tender. Before submitting bids, the properties were inspected with the contractors. One of the requirements was the integration of solar power plants into building automation to enable monitoring, statistics and reporting. "Many bidders were eliminated early on because they could not technically meet our required quality and safety standards. Among the bidders who could meet our quality requirements, including warranties and installation schedules, Rasol's offer was the most affordable, and it won the public tender for the overall delivery," Valima explains.

Safety a Priority

At the kick-off meeting, technical details, installation methods and components were reviewed to ensure that all the Parish Union's desired aspects were considered. The systems' safety was also a crucial priority. "For example, special attention was paid to fire safety and quality, and it was nice to see that we had similar thoughts about these matters with Rasol. Among other things, we wanted "continuous piping," which means that the DC cables run continuously in a tube from the roof to the inverter," says Valima. "The inverter technology includes ground fault monitoring. This eliminates the possibility of an electric arc and fire. Rasol considered these aspects with exemplary care."

Self-sufficiency and Economic Benefits from Solar Power Systems

The project aims to achieve partial energy self-sufficiency and promote the green transition with the aid of new technology. The Vantaa Parish Union is aiming for carbon neutrality in its properties by 2030 in line with the church's climate program. It seems the goals may even be achieved before the deadline. "The adoption of solar panels has been an excellent acquisition, as in addition to environmental aspects, it is also economically beneficial for us," says a happy Pasi Valima.

Sustainability

Providing Essential Services for Society with Minimal Environmental Impact

The long-term goal of Meriaura Group's largest business sector, shipping, is to be carbon-neutral by the end of the 2030s. Significant steps towards this goal will be taken through the use of nearly carbon-neutral biofuel. Meanwhile, the solar energy business is environmentally positive by nature, effectively promoting the goal of moving away from fossil fuels. The entire Group's operations emphasise the understanding of the need to operate in an environmentally sustainable and economically viable manner.

Our goal is to provide essential services for society, such as maritime transport and energy production, without burdening the climate or the environment. In both sectors, in addition to considering the environment, we aim for a high degree of domestic production. Both our biofuel and solar thermal collectors are manufactured in Finland, and the majority of our owned ships are flagged in Finland. This has numerous positive effects. In addition to ensuring high quality, domestic production guarantees the future preservation and development of Finnish expertise, working conditions adhere to high Nordic standards, and tax revenue is directed to Finland.

Investments in Low Emissions

Meriaura is taking a significant step towards a lower emission shipping business as the company's two new energy-efficient vessels will be launched during 2026. The ordered Ecotrader vessels are 105 meters long, with a carrying capacity of 6,750 tonnes and ice class 1A. The design of these vessels focuses on achieving the lowest possible emission levels. With these new ships, we can significantly increase the use of nearly carbon-neutral biofuel and reduce our transport's carbon footprint.

The best waste and byproduct-based biofuels are almost entirely carbon-neutral and have very low lifecycle emissions. The lifecycle emissions of the bio-oil used by Meriaura, produced by its subsidiary VG-EcoFuel Oy in Uusikaupunki, are up to 97.7% lower than those of the equivalent fossil fuel. Additionally, we are researching and testing the use of other biofuels that meet sustainability criteria.

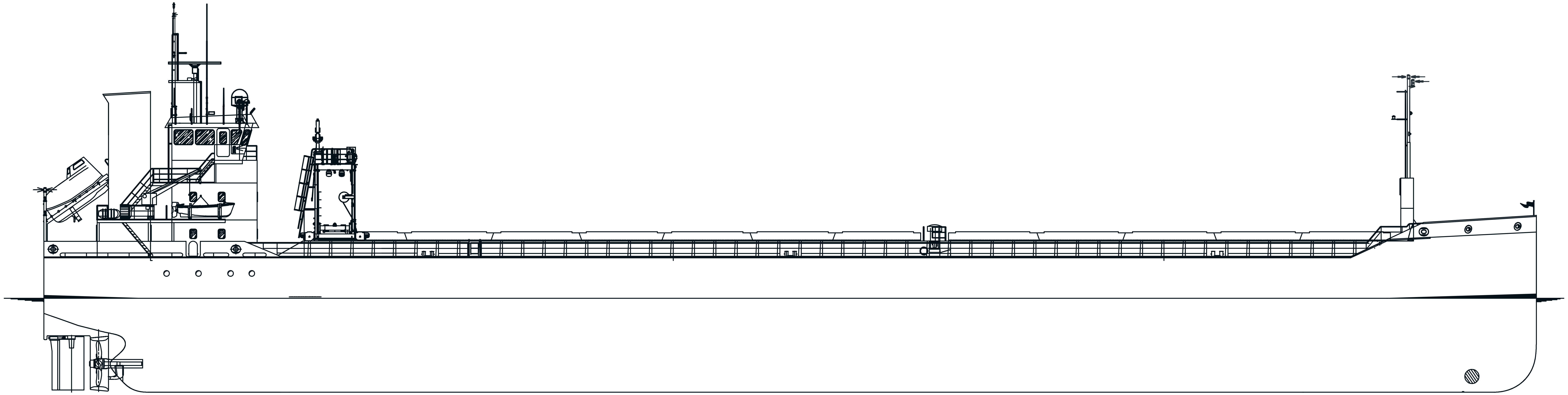
In addition to the use of biofuel, the emissions reduction plan for the new vessels includes doubling the waste heat recovery from 150 kW to 300 kW. Furthermore, the plan is to recover heat from the cooling water of two auxiliary engines by 2 x 30 kW. This additional heat is intended to replace electric heaters for the ship's spaces. By increasing heat recovery, the heating boiler (300 kW) needed for the ship's storerooms in winter can be entirely replaced when the ship is at sea.

Collected waste heat can also be used to dry the cargo hold. Currently, cargo holds are often dried using diesel-powered blowers transported from shore. Using the ship's waste heat already at sea to dry the holds speeds up operations and significantly saves fuel needed for drying.

Waste heat recovery also impacts the optimisation of auxiliary engines. By reducing electricity consumption through heat recovery, smaller auxiliary engines can be selected, allowing operation at the optimal power range (75–90%). When auxiliary engines operate at the optimal load range, their fuel consumption is minimised. Our vessels primarily operate in the Baltic Sea, which means heating is needed for most of the year. Even during the hottest summer days, warm water is needed, and biofuel always needs to be heated to about 50 °C.

By utilising the added 210 kW of heat recovery, the total daily diesel oil consumption of a vessel this size can be reduced by approximately 10%, or 0.5 tonnes per day during the winter season.

Using low-emission biofuel in energy-efficient and efficiently operated ships can ensure a low carbon footprint for maritime transport. The completion of these newbuilds will be an important milestone in achieving Meriaura's emissions reduction targets.



Green Technology from Mikkeli, Finland

Meriaura Energy manufactures its own innovative solar thermal collectors, whose superior efficiency has been verified by several international independent institutions. These high-quality solar collectors have been responsibly manufactured in Mikkeli, southeastern Finland, since 2009.

From Cell Phone Subcontracting to Green Technology Market

Before the production of solar collectors, vacuum coating for Nokia subcontractors was practiced in the same premises. With mobile phone production shifting to Asia and the green tech market growing, the company developed its production, focusing on solar thermal energy, and Savosolar Oy was established. Initially, the collectors were manufactured for household use, but the main focus soon shifted to broader district heating markets and delivering large-scale industrial solutions to international customers.

The pride of Meriaura Energy's production facility is its coating line, based on the company's long-term expertise in vacuum technology.

Assembly Work in Two Shifts

At the end of 2024, the Mikkeli factory had 33 employees, seven of whom were office staff, and 26 were working in production assembling solar collectors. Modern robots are also used, but a large part of the assembly work phases is precise craftsmanship. During 2024, the order book grew significantly, making it the company's best production year ever: About 2,000 solar collectors were manufactured in Mikkeli. Production also moved from single-shift to two-shift work. Production has run throughout the year without interruptions or layoffs.

Modern Production Line and Technology

The pride of Meriaura Energy's production facility is its coating line, based on the company's long-term expertise in vacuum technology. This technology enables a selective surface for the absorber structure, which efficiently absorbs energy from sunlight and converts it into heat. There are few experts in similar technology worldwide. For Meriaura Energy, vacuum coating is core expertise and thus a guarantee of the high quality of the company's products.

Annual investments have been made at the factory to improve productivity, reliability and profitability. In recent years, the focus of product development has been on perfecting existing products and their production processes. The result is the world's most efficient and technically competitive solar collector—a fine Finnish green technology export product directly from Mikkeli.

Energy Storage Promotes the Green Transition

Energy storage, or batteries, plays a crucial role in the modern energy system. By balancing fluctuations between production and consumption, they enable more efficient utilisation of renewable energy sources such as solar and wind power. Batteries allow energy to be stored when production exceeds consumption and used later when energy demand increases.

The development of energy storage is important not only for electric vehicles and consumer electronics but also for the operation of power grids. Batteries can promote the green transition and reduce dependence on fossil fuels, making energy systems more sustainable and resilient.

The development of energy storage is important not only for electric vehicles and consumer electronics but also for the operation of power grids.

In Meriaura Group's renewable energy business, Rasol Oy provides small battery solutions suitable for residential and commercial properties, which, with local energy production and intelligent energy management, help reduce energy costs, improve energy efficiency and enhance the resilience of society's energy system. Rasol Oy's solutions are simple for customers to acquire and use, and they utilise the latest intelligent and efficient technology. Customers can safely enjoy reduced energy costs and a lower carbon footprint from their properties.

Meriaura Energy Oy provides large energy storage solutions, including batteries suitable for storing electrical energy and large thermal storage units. For example, large-scale megawatt-class battery storage systems can be used to balance the power grid through FINGRID's reserve markets. Large thermal storage units can balance the production and consumption of heat generated from renewable energy, which may occur at different times. Both technologies and applications will play a significant role in future energy systems.

Administration

Board of Directors

31.12.2024

Antti Vehviläinen, Chairman of the Board

Born in 1955, Master of Science in Economics and Business Administration, MBA. Chairman of the Board since October 1, 2024, and a board member from May 3, 2024, to September 30, 2024. Independent of the company and major shareholders. Vehviläinen is the former Director General of the Finnish Transport Agency and Logistics Director at Enso/Stora Enso.

Jussi Mälkiä, Board member

Born in 1962, Master Mariner. Member of the board since October 1, 2024. Chairman of the Board from May 31, 2023, to September 30, 2024, and board member from December 1, 2022, to May 31, 2023. Not independent of the company or major shareholders. Mälkiä is the founder and Chairman of Meriaura Oy.

Kati Ihamäki, Board member

Born in 1968, MSc (Econ.). Board member since November 2023. Independent of the company and major shareholders. Ihamäki works as VP, Sustainability and Public Affairs at Fiskars Group.

Ville Jussila, Board member

Born in 1985, MSc (Econ.). Board member since December 2022. Non-independent of the company and major shareholders. Jussila works as Managing Director of Aura Mare Oy.

Patrik Rautaheimo, Board member

Born in 1968, PhD (Technology). Board member since May 3, 2024. Independent of the company and its major shareholders. Rautaheimo works as the Chairman of the Board of Elomatic Oy.

Management Team

Jussi Mälkiä

Managing Director

Bengt-Erik Rosin

Managing Director, Meriaura Oy

Born in 1965, MSc (Agronomics) and BSc (Econ.). Member of the management team since December 2022.

Antti Lilleberg

Managing Director, Meriaura Energy Oy and Rasol Oy

Born in 1978, B.Eng. and MBA. Member of the management team since December 2022.

Formerly Sales and Marketing Director at Savosolar.

Financial reports

1.1.2024 - 31.12.2024

Contents

Report of the Board of Directors of Meriaura Group for 2024

Meriaura Group Plc is a Finnish company with two business areas: Marine Logistics and Renewable Energy.

Meriaura Oy, which is part of the Marine Logistics business, is a major provider of transport for bulk cargo and demanding project deliveries in Northern Europe, especially in the Baltic Sea and North Sea regions. The company focuses on environmentally sustainable marine transport services that reduce carbon emissions. The Marine Logistics business also includes VG-EcoFuel Oy, which produces biofuels from bio-oils and recycled oils generated as industrial by-products.

The Renewable Energy business is carried out by Meriaura Energy Oy, which designs and delivers clean energy production systems as comprehensive deliveries. The systems are built around large-scale solar thermal systems implemented using high-performance solar thermal collectors manufactured by the company in Mikkeli, Finland. The Renewable Energy business also includes Rasol Oy, a provider of solar power systems and energy storage facilities.

Meriaura Group Plc is domiciled in Turku. The Group includes its subsidiary Meriaura Oy (79.38%) and VG-Ecofuel Oy, a company fully owned by the Group, as well as its fully owned (100%) companies Meriaura Energy Oy, Rasol Oy and Savolaser Oy, and subsidiaries in Denmark and Germany. The Group has locations in Turku, Vantaa and Sipoo and a collector production facility in Mikkeli.

Operating environment

2024 was characterised by continued geopolitical turbulence and economic uncertainty, which affected the demand for spot shipments and cargo levels in Marine Logistics. However, thanks to long-term customer contracts, transport volumes remained at a satisfactory level. The demand for heavy project shipments has increased in most segments, and major investments, especially in the energy sector, indicate that the freight market will remain strong.

Renewable Energy had an excellent year in terms of growth, and the market outlook has improved markedly. The need for energy self-sufficiency in Europe and national and international emissions reduction targets encourage the increased use of renewable energy. The slowdown in inflation and lower financial costs facilitated decisions to invest in solar power systems, and three new delivery contracts in the Renewable Energy business were announced during the year.

Development of business operations in 2024

The comparison figures for the Meriaura Group's business operations in this report refer to the reported figures of the corresponding period in 2023, unless otherwise indicated. In addition to the reported figures, the company presents comparable figures, which take into account the loss of EUR 3.3 million that arose from the sales of a minority stake in Meriaura Oy in July and a non-recurring impairment of EUR 16.4 million related to the planned transaction announced on 29 January 2025.

Revenue

The Meriaura Group's revenue for 2024 amounted to EUR 79.2 (66.2) million. Of its revenue, EUR 66.2 million, or around 84%, came from Marine Logistics, and EUR 12.9 million, or around 16%, came from Renewable Energy.

Marine Logistics' revenue increased by slightly more than 5% year-on-year. In bulk shipments, continued economic uncertainty affected the demand for spot shipments and freight levels. However, thanks to long-term customer contracts, transport volumes remained at a relatively good level. During the year, the company added two time-charter vessels in its tonnage. The increase in capacity brings more flexibility, improves operational efficiency and enables the expansion of the customer base. Bulk shipments accounted for around 68% of revenue in the financial year. Of this, around 70% consisted of contract transport, and around 30% of spot sales. Correspondingly, the proportion of project shipments was around 29%.

The business operations of VG-EcoFuel Oy, which manufactures biofuels from bio-oils and recycled oils generated as industrial by-products, continued to develop in a positive direction, although the fall in the world market price of oil increased the price difference between fossil and recycled fuels and weighed on the demand for recycled fuels. Increased costs had a negative impact on profitability.

In Renewable Energy, revenue nearly quadrupled from 2023. In 2024, deliveries continued under the agreement (around EUR 9 million) signed with Bauer Holzenergie GmbH in 2023, and the delivery of the project will be completed in January 2025. During the year, the company signed three new delivery agreements: a turnkey delivery of a solar thermal plant (around EUR 1.7 million) to Les Serres Vemeil SARL in France, a project (around EUR 5 million) with the district heating company of the city of Lübeck, and a power plant delivery (around EUR 5.3 million) to the municipality of Steyerberg in Germany. All of these deliveries started during 2024 and will continue in 2025. In addition, part of the revenue growth is attributable to the acquisition of Rasol Oy in December 2023. Rasol supplies solar power systems and energy storage facilities.

Renewable Energy's order backlog at the end of the financial year stood at around EUR 8.9 (6.8) million. At the end of the financial year, the value of active sales identified for the coming few years was around EUR 320 (290) million, of which projects in the planning and tendering phase accounted for around EUR 70 (60) million.

Costs and profit

The Meriaura Group's EBITDA in 2024 was EUR 6.2 (6.3) million, or 7.9% of revenue. Of the EBITDA, EUR 8.4 million came from the Marine Logistics business and EUR -2.0 million from Renewable Energy.

The operating result (EBIT) was EUR -16.0 million, and the comparable operating result was EUR 0.4 (1.0) million. Of the operating result, EUR 3.1 million came from the Marine Logistics business, EUR -2.3 million from Renewable Energy, and EUR -16.4 million from non-recurring items. The operating profit accounted for -20.2% of revenue.

The net profit for the financial year stood at EUR -20.7 million. The comparable result excluding non-recurring items was EUR -1.0 (-0.3) million. Of the result, EUR 2.3 million came from the Marine Logistics business, EUR -2.9 million from Renewable Energy, and EUR -19.7 million from

THE GROUP'S KEY FIGURES BY BUSINESS (TABLE 1)*

EUR 1,000	1-12/2024	1-12/2023	Change, %	7-12/2024	7-12/2023	1-6/2024	1-6/2023
Revenue, Group	**79,164**	**66,183**	**20%**	**39,213**	**34,712**	**39,951**	**31,472**
Marine Logistics	66,227	62,836		32,105	31,854	34,122	30,982
Renewable Energy	12,937	3,386		7,108	2,897	5,829	490
Others	0	-39		0	-39	0	0
EBITDA, Group	**6,221**	**6,325**	**-2%**	**2,728**	**3,723**	**3,493**	**2,602**
Marine Logistics	8,388	10,149		3,512	5,342	4,876	4,807
Renewable Energy	-2,031	-3,544		-797	-1,339	-1,234	-2,205
Others	-136	-280		13	-280	-149	0
Operating result (EBIT), Group	**-15,960**	**1,043**	**-1,630%**	**-16,554**	**1,107**	**595**	**-154**
Marine Logistics	3,142	5,149		880	2,872	2,262	2,277
Renewable Energy*	-2,346	-3,796		-1,000	-1,455	-1,345	-2,431
Others**	-16,756	-310		-16,434	-310	-322	0
Net profit/loss for the review period, Group	**-20,688**	**-271**	**7,534%**	**-20,511**	**313**	**-177**	**-584**
Marine Logistics	2,288	4,025		448	2,139	-1,839	1,886
Renewable Energy	-2,887	-4,259		-1,193	-1,789	-1,694	-2,470
Others**	-20,088	-37		-19,766	-37	-322	0
Earnings per share, EUR							
basic	-0.024	0.000	0.000	-0.024	0.000	0.000	-0.001
diluted	-0.024	0.000	0.000	-0.024	0.000	0.000	-0.001

* Amortisation of consolidated goodwill arising from the parent company for Meriaura Energy Oy in connection with the business transfer on 31 May 2023 has been eliminated in business-specific key figures within the Renewable Energy business.

**Non-recurring items, including the loss of EUR 3.3 million related to the sale of a minority stake in Meriaura Oy on 2 July 2024 and an impairment of EUR 16.4 million related to the planned arrangement announced on 29 January 2025, are presented in a table separately from the other business areas under "Others". This item also includes other Group items not allocated to business operations. More information about transaction is provided under "Key events in the review period" in the financial statements release, and about the conditional arrangement under "Significant events after the review period".

non-recurring items. The net profit for the financial year is burdened by non-recurring items: a loss of EUR 3.3 million, recognised in financial expenses, on the sale of a minority stake in Meriaura Oy to Meriaura Invest Oy, as well as an impairment of EUR 16.4 million, recognised in depreciation and impairment in the fourth quarter, related to the planned arrangement announced on 29 January 2025. Earnings per share, basic and diluted, were EUR -0.024 (0.000).

The costs related to materials and services in 2024 totalled EUR 53.8 (42.1) million. Personnel costs amounted to EUR 11.1 (10.9) million. Other operating expenses totalled EUR 8.4 (7.7) million. Comparable financial income and expenses amounted to EUR 1.3 (1.4) million excluding non-recurring items, and EUR 4.6 million including non-recurring items.

Financing

The Meriaura Group's balance sheet total stood at EUR 53.50 (67.84) million on 31 December 2024. Inventories stood at EUR 2.8 (2.5) million. Cash and cash equivalents totalled EUR 8.1 (7.7) million. Current receivables totalled EUR 8.8 (8.1) million, of which trade receivables accounted for EUR 4.6 (4.2) million.

Equity stood at EUR 19.3 (40.0) million at the end of the financial year. The equity ratio was 36.1% (59.0), and the return on equity was –69.8% (-0.7).

Liabilities amounted to EUR 25.8 (27.6) million, of which EUR 14.3 (17.9) were non-current and EUR 11.5 (9.7) million were current liabilities. Trade payables accounted for EUR 3.0 (2.9) million of the current liabilities. Accruals and deferred income accounted for EUR 2.8 (3.0) million of the current liabilities. Net gearing was 54.1% (33.3).

Cash flow from operating activities was EUR 5.9 (2.8) million in the financial year, and cash flow from investing activities was EUR -6.6 (-4.4) million. Cash flow from financing activities was EUR 1.1 (5.6) million.

Investments and product development

Investments during the financial year totalled EUR 6.6 (4.4) million. Investments increased as a result of the orders for two new Eco Trader vessels. The value of the orders is around EUR 34 million. On 31 December 2024, EUR 5.7 million of the vessel investments was capitalised on the balance sheet for capital expenditure in progress, and EUR 1.5 million in loans has been drawn down for the investments. Investments in the previous year were mainly related to the acquisition of Rasol Oy.

In Renewable Energy, in addition to developing customer service and seamless delivery processes, the focus was on product development, especially in energy storage and control systems. The first intelligent solar power systems with battery packs were installed in 2024.

Management and personnel

The Meriaura Group had 176 (157) employees at the end of the financial year. Of the personnel at the end of the year, 123 (114) worked in Marine Logistics, 50 (40) in Renewable Energy and 3 (3) in Group functions.

On 1 October 2024, Jussi Mälkiä, who previously served as Chair of the Board, started as the CEO of the Group. Antti Vehviläinen, who previously served as Vice Chair of the Board, started as Chair of the Board of the Group on 1 October 2024. Kirsi Suopelto served as CEO until 1 October 2024.

On 31 December 2024, the Group's Executive Management Group consisted of the following members: Jussi Mälkiä, CEO of the Group; Beppe (Bengt-Erik) Rosin, CEO of Meriaura Oy; and Antti Lilleberg, CEO of Meriaura Energy Oy. Heikki Timonen, CFO, served as a member of the Executive Management Group until 15 November 2024. Miia Peltonen, CFO of Meriaura Oy, a subsidiary of the Meriaura Group, has served as the Group's CFO since 15 November 2024.

Key events in the financial year

On 25 April 2024, Meriaura Group announced a conditional decision to sell a minority stake in Meriaura Oy to Meriaura Invest Oy through a transaction that would offset Meriaura Invest's loan receivable from Meriaura Group Plc. The loan has enabled the delivery of the Bad Rappenau project. The unsecured loan was long term at an annual interest rate of 6%. On 2 July 2024, the new Board of Directors decided on the sale of the minority share in accordance with the plan announced on 25 April 2024. The transaction price for the 20.6% holding was EUR 4,552,659.73, which offset Meriaura Invest's loan receivable of EUR 4.4 million with interest. To support decision-making and fulfil its due diligence obligation, the Board of Directors obtained expert opinions on the feasibility of the arrangement and the valuation of Meriaura, and analysed the risks of the transaction with the company's advisors. The acquisition will strengthen the Group's balance sheet and improve opportunities to expand the funding base in the future. The arrangement also supported Meriaura's ship investments, ensuring compliance with the ownership permanence requirement for its financing.

On 15 April 2024, Meriaura Group announced that Meriaura Oy had signed an agreement on the acquisition of two Eco Trader cargo vessels from Bodewes International Shipbuilding B.V. in the Netherlands. The value of the acquisition is around EUR 34 million. Of the vessel investment, 20% is self-financed, and 80% is financed by debt. The vessels will be built in the Netherlands and handed over to Meriaura in January and December 2026. The Eco Trader vessels will be designed to achieve as low emission levels as possible. The vessels can be operated using biofuel produced by VG-EcoFuel Oy, and emissions reductions can be generated by means of vessel hull optimisation and more efficient engine technology supplied by Wärtsilä, for example. The cargo capacity of these vessels is around 25% higher than that of the largest vessels included in the current tonnage. This responds to the long-running trend in which the average size of consignments to be shipped is increasing. In addition, the larger vessel size also improves economic efficiency and reduces the environmental load caused by transport. The project has been started according to schedule, and the construction of the first ship will begin in late winter 2025.

On 15 April 2024, Meriaura Group announced that Meriaura Energy Oy had signed an agreement on a turnkey delivery of a solar thermal system to Les Serres Vermeil SARL, a producer of organic vegetables in Palau-del-Vidre, France. The project (around EUR 1.7 million) includes the delivery of a 5,800 m2 solar thermal system, which will produce heat for a greenhouse owned by the customer, reducing its carbon dioxide emissions. The project has been developed with the French company Eiffage Energie Systèmes–Cogénération SAS, which is part of the Eiffage Group. The construction of the plant began in October and is scheduled to be completed in early 2025.

On 2 May 2024, Meriaura Group announced that Meriaura Energy Oy had entered into an agreement with Stadtwerke Lübeck Energie GmbH on the turnkey delivery of a solar thermal system to Lübeck, Germany. The project (nearly EUR 5 million) covers a 12,000 m2 solar thermal system for district heating, as well as heat storage. The implementation of the project has started, and the project is expected to be completed in 2025.

On 15 October 2024, Meriaura Group announced that Meriaura Energy Oy had agreed with BürgerEnergie Steyerberg-Fernwärme eG on the turnkey delivery of a solar thermal plant to Steyerberg, Germany. The delivery is worth around EUR 5.3 million. It covers a solar thermal plant of around 13,700 m2 for district heating, as well as heat storage. The implementation of the project began in the fourth quarter of 2024, and the project is scheduled to be completed during 2025.

Resolutions of the annual general meeting

Meriaura Group Plc's Annual General Meeting (AGM) was held in Helsinki on 3 May 2024. The AGM adopted the financial statements for 2023 and decided that the profit for the financial year (EUR 7 844 371.11) be carried over to the retained earnings/losses account and that no dividend be paid. The AGM resolved to grant discharge from liability for the members of the Board of Directors and the CEO for the period 1 January to 31 December 2023 and concerning the preparation of financial statements.

Resolution on the Board of Director's fees

The Annual General Meeting resolved that the members of the Board of Directors be paid the following fees for the term that begins at the close of the Annual General Meeting and ends at the close of the next Annual General Meeting following their election: EUR 21,600 for the Chair of the Board and EUR 10,800 for each of the other members of the Board.

Around 40% of the fees will be paid to the members of the Board by issuing new shares in the company based on the authorisation granted to the Board, and around 60% in cash. Concerning the proportion of the fees to be paid in shares, the number of shares will be based on the value of the company's share on First North Growth Market Finland. The volume-weighted average price of the share over the two weeks immediately following the publication date of the company's half-year report for 1 January to 30 June 2024 will be used as the value of the share. Alternatively, if so resolved by the Board of Directors, the remuneration shares can be purchased in the name of and on behalf of the Board members. The cash portion of the fees has been paid normally during the financial year, but no new shares have been issued because of ongoing corporate arrangement negotiations.

Election of the members of the Board

The Annual General Meeting re-elected Jussi Mälkiä, Ville Jussila and Kati Ihamäki as members of the Board based on their consent, and elected Patrik Rautaheimo and Antti Vehviläinen as new Board members.

Auditor

The Board of Directors decided that the auditor's fees will be paid against a reasonable invoice accepted by the company. Audit firm KPMG Oy Ab was elected as the company's auditor. KPMG announced that it would appoint Henry Maarala, APA, as the principal auditor.

Decisions of the inaugural meeting of the Board of Directors

The Board of Directors elected at the Annual General Meeting held its inaugural meeting after the Annual General Meeting and elected Jussi Mälkiä as Chair of the Board and Antti Vehviläinen as Vice Chair of the Board from among its members.

Authorisation of the Board of Directors to decide on share issues and the issue of special rights entitling their holders to shares

The Board of Directors was authorised to decide on share issues and the issue of special rights entitling their holders to shares as follows: The number of shares to be issued based on the authorisation may in total amount to a maximum of 500,000,000 shares. The Board of Directors decides on all the terms and conditions of share issues and the issue of options and other special rights entitling their holders to shares. The issue of shares and of options and other special rights entitling their holders to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue) if there is a weighty financial reason for the company to do so. Shares may be transferred either against payment or free of charge in the company's share issues. A directed share issue may be a share issue without payment only if there is an especially weighty reason for the same both for the company and with regard to the interests of all shareholders in the company. The authorisation is valid until 30 June 2026 and revokes the authorisation granted by the Extraordinary General Meeting on 25 November 2022.

Board of directors and auditor

At the end of the financial year, Meriaura Group Plc's Board of Directors consisted of the following individuals: Antti Vehviläinen (Chair), Kati Ihamäki, Ville Jussila, Jussi Mälkiä and Patrik Rautaheimo. Antti Vehviläinen, Kati Ihamäki and Patrik Rautaheimo are independent of the company and its largest shareholders. Jussi Mälkiä and Ville Jussila are not independent of the company or its largest shareholders.

On 31 December 2024, the members of the Board of Directors and the CEO held, either directly or through companies under their control, a total of 543,355,962 shares in Meriaura Group Plc, which represented 62.7% of the aggregate of the company's shares and votes.

Until the end of the Annual General Meeting on 3 May 2024, Meriaura Group Plc's Board of Directors consisted of the following individuals: Jussi Mälkiä (Chair), Feodor Aminoff, Kati Ihamäki, Ville Jussila and Jari Varjotie.

Audit firm KPMG Oy has served as the company's auditor, with Henry Maarala, APA, as the principal auditor.

Related party transactions

Meriaura Oy time-charters vessels from Rederi Ab Nathalie, Oy Helmer Lundström Ab and Marship Minibulker Flotte GmbH, which are co-owned by Meriaura Invest Oy. In addition, Meriaura Oy purchases technical ship management services from Rederi Ab Nathalie. Meriaura Oy rents equipment and purchases consulting services from Aura Mare Oy, communications and office services from Malkia Oy and consulting services from Meriaura Invest Oy. Meriaura Oy has market-based land lease agreements with Skogby Strand Ab and VG-Port Oy. Meriaura Oy subgroup's purchases from related-party companies amounted to around EUR 11.5 million in 2024.

Meriaura Oy performs and sells crew services on a monthly basis to Oy Helmer Lundström Ab, which is co-owned by Meriaura Invest Oy, and small-scale administrative services to Meriaura Invest Oy and some other related-party companies outside the Group at fixed-rate market prices. Sales to related party companies in 2024 were around EUR 1.6 million.

The parent company, Meriaura Group Plc, has been responsible for the financing of Meriaura Energy Oy.

On 25 April 2024, the company announced a conditional decision to sell a minority stake in Meriaura Oy to Meriaura Invest Oy, and the transaction was completed on 2 July 2024. The purchase price for the 20.6% stake was EUR 4.6 million, and the sale resulted in a loss of EUR 3.3 million for the Group. More information about the transaction is provided under "Key events in the financial year" in this financial statements release.

On 29 January 2025, the company announced that it had signed a conditional share exchange agreement to acquire the entire share capital of Summa Defence Oy, which brings together defence and security companies. In connection with the arrangement, the Marine Logistics business (Meriaura Oy and its wholly owned subsidiary VG-EcoFuel Oy) will be sold to Meriaura Invest Oy. If materialised, the arrangement will result in a capital loss for the Group. The loss is estimated at EUR 16.4 million based on figures on 31 December 2024. Consequently, an impairment of EUR 16.4 million on fixed assets has been recognised in the consolidated income statement for 2024. An impairment of EUR 10.5 million for Meriaura Oy's shares has been recognised in the parent company's result for 2024. More information about the corporate arrangement is provided under "Key events after the end of the review period" in this financial statements release.

Share

Meriaura Group Plc is a public limited company listed on Nasdaq First North Growth Market Finland and Nasdaq First North Growth Market Sweden since 2015. The company's sector is Energy, and its trading codes are MERIH (First North Growth Market Finland) and MERIS (First North Growth Market Sweden).

Number of shares

Meriaura Group Plc has one series of shares. The number of shares on 31 December 2024 was 866,801,277 (31 December 2023: 866,801,277). Each share carries one vote at a general meeting of shareholders. The company does not hold any treasury shares. The average number of shares during the financial year was 866,801,277 (834,968,576).

Current authorisations of the Board of Directors

On 3 May 2024, the Annual General Meeting authorised the Board of Directors to decide on the issue of shares and the issue of special rights entitling their holders to shares so that the number of shares to be issued based on the authorisation may not exceed 500,000,000 and shares may be conveyed either against payment or free of charge. The authorisation is valid until 30 June 2026. The authorisation had not been used by the end of the financial year.

Trading with the share

During the financial year, the price of Meriaura Group's share on First North Growth Market Sweden fluctuated between SEK 0.24 and 0.64 (SEK 0.36 and 0.99). The closing price was SEK 0.42 (0.53). On First North Growth Market Finland, the share price fluctuated between EUR 0.029 and 0.054 (EUR 0.042 and 0.084). The closing price was EUR 0.034 (EUR 0.049). Meriaura Group's combined trading volume in 2024 was 13,515,361 (26,064,842) shares on First North Growth Market Sweden and 70,245,954 (116,098,983) shares on First North Growth Market Finland. Meriaura Group Plc had a total of 15,271 (17,021) owners on 31 December 2024.

Flagging notifications under chapter 9, section 10 of the Securities Market Act

On 17 June 2024, Meriaura Group Plc received a flagging notification from Jussi-Pekka Mälkiä in accordance with chapter 9, section 5 of the Securities Markets Act. According to the notification, the shareholding of Meriaura Invest Oy, a company controlled by Mälkiä, had exceeded 50% of all the shares and voting rights in Meriaura Group Plc on 19 April 2024. Jussi Mälkiä's direct and indirect holding on that date was 529,381,765 shares in total, or 61.07% of all the shares and voting rights in Meriaura Group. At the time, Mälkiä owned 81.72% of all the shares and voting rights in Meriaura Invest Oy.

General risks and uncertainities related to business operations

Key risks related to the Marine Logistics business

The transport volumes and profitability of Marine Logistics are generally affected by economic cycles. Increased geopolitical uncertainty reduces the predictability of marine transport globally, and this may also affect Meriaura's operations.

Bulk transport in Marine Logistics is based on the company's own dry cargo vessels and those leased from external partners. Meriaura has diversified the risks associated with leased tonnage by cooperating with several shipowners. In addition, the contract periods of ships chartered from external owners have been diversified. Fuel clauses have been included in long-term transport contracts, which allows customers to be charged for increased fuel costs if certain criteria are met.

In Marine Logistics, the achievement of emissions reduction targets requires long-term investments in a more energy-efficient fleet and increased use of alternative, cleaner fuels. Meriaura has successfully invested in new ship types and has carried out long-term research and development to create solutions to enable the use of waste-based biofuel in ships. If the development projects do not turn out to be competitive or relevant in terms of customers' needs, or if the prices of the low-emission fuels used by Meriaura increase significantly or unexpected problems emerge in their use, this may have an adverse impact on the growth and financial performance of the Group's business operations.

Key risks related to the Renewable Energy business

Renewable energy is subject to major growth expectations. Growth expectations may bring new technologies or competitors to the market, and regulations and economic incentives may change significantly. If subsidies and favourable regulation reduce in the future and/or are more favourable for competing heat production methods, growth in the target market may slow down.

The most significant risk in the Renewable Energy business is related to increasing the order backlog to enable profitable business operations. If Meriaura Energy is unable to increase its order backlog and operating volume and ensure the efficiency of its operations, its growth and/or profitability may develop negatively compared with expectations. The acquisition of Rasol Oy in late 2023 expanded Meriaura Energy's technological expertise, offering and customer base. This supports the management of risks related to renewable energy operations.

Risks related to the Group's financial position

The Marine Logistics business may need significant additional funding to renew and increase its fleet in a competitive manner. Several simultaneous major deliveries of renewable energy may significantly increase the need for working capital and facilities in Renewable Energy. A general weakening of the financial markets, higher costs of financing and/or reduced availability of financing may weaken the Group's financing options and lead to tighter terms and conditions for financing.

Meriaura Group's Board of Directors regularly assesses the sufficiency of financing as part of the Group's growth strategy implementation. Considering the Group's strong balance sheet and the market outlook for its business operations, the Board is confident that the Group will be able to secure the necessary funding in the form of equity and debt to achieve growth and profitability in line with its strategy.

Strategy and long-term goals

Marine Logistics provides its customers with competitive and environmentally sustainable low-emission marine transport services. The company aims to reduce transport emissions and increase operational sustainability more rapidly than what is expected under the statutory schedule requirements.

In Marine Logistics, the goal is profitable growth in the long term. Its operations focus on the Baltic Sea and North Sea regions, where Meriaura is one of the leading providers of project shipping. The company seeks to grow its market share by increasing transport capacity, renting ships and building new low-emission ships for the company. In mid-April 2024, the company entered into an agreement on the order of two Eco Trader cargo vessels. The cargo capacity of these vessels is higher than that of the vessels included in the current tonnage. This responds to the long-running demand trend in which the average size of consignments to be shipped is increasing. In addition to focusing on organic growth, the Marine Logistics business continues to identify strategic partners and potential corporate and business arrangements.

Meriaura aims to continuously reduce carbon dioxide emissions from ships and achieve carbon neutrality by the end of the 2030s, much sooner than what is required by international agreements. Meriaura believes that through voluntary emissions reductions, it will gain a competitive advantage in the short term as customers become more interested in carbon-neutral shipments. Through its proactive emissions reduction work, the company is also preparing for emissions trading concerning vessels with a gross tonnage of less than 5,000, which is expected to possibly start at the beginning of 2027. Vessels with a gross tonnage of more than 5,000 were included in emissions trading at the beginning of 2024.

In the Renewable Energy business, the goal is to further accelerate growth and thereby achieve profitability in business operations. The goal is for the company to be the leading provider of solar thermal systems in the market for district heating and industrial process heating globally. In Renewable Energy, the aim is to increase the offering of renewable energy sources and the ability to integrate them into system deliveries and possibly expand into energy sales. With the acquisition of Rasol Oy, the customer base of the business expanded to include housing companies, farms, and commercial and industrial properties. In addition, the acquisition of Rasol Oy, combined with the acquired expertise in large solar thermal system deliveries, enables expansion into the construction of solar power parks.

Key factors in implementing the Renewable Energy strategy include the expanding clean energy offering, system design expertise and strong local partners. The geographical focus of operations is in Europe. In line with the strategy, energy systems are implemented as comprehensive deliveries in cooperation with subcontractor partners. The distributor partners in different countries also serve as a sales channel for Meriaura Energy's products.

The Meriaura Group seeks to create significant value for its shareholders. On 29 January 2025, Meriaura Group Plc announced the merger of Meriaura Group Plc and Summa Defence Oy through a share exchange. The share exchange agreement is conditional. Meriaura Group's Board of Directors estimates that, if materialised, the planned arrangement will bring significant value to the company's shareholders through expanding business opportunities. The company will publish its updated strategy once the arrangement has been completed.

Market outlook

Marine Logistics

The company considers its outlook for 2025 in marine logistics to be relatively good despite the weakening of the general economic situation and the freight market. Thanks to a good contract base, demand is estimated to remain at the 2024 level.

The demand for dry cargo transport is estimated to vary by product group. However, Meriaura's contracts mainly consist of the transport of commodities that are not particularly sensitive to business cycles, such as fertilisers, grain, feed raw materials, renewable energy raw materials and minerals. The bulk business is largely based on annual contracts. Meriaura estimates that around two-thirds of its bulk transport volume and revenue will come from contract customers in 2025, and that the freight level of contract shipments will remain stable throughout the contract period. Spot sales, which are more difficult to predict, play an important role in optimising traffic and ship utilisation rates.

The existing order backlog for project shipments creates a good starting point for the fleet for 2025. The demand for heavy special transport is expected to remain strong even in the longer term as a result of investments in renewable energy, for example.

Recycled biofuels

The decline in the world market price of oil during 2024 has increased the price gap between biofuels and fossil fuels, and this has slowed down the growth in the demand for biofuel. However, the green transition and emissions trading regulations have continuously increased customers' interest in low-emission shipments. We believe that the demand for the low-emission transport concept, and thus also for biofuels, will increase in the near future.

Renewable Energy

Growing geopolitical uncertainty has increased the need for energy self-sufficiency in Europe. In addition, emission reduction targets, the higher prices of emission allowances and other incentives to increase the use of renewable energy have improved the competitiveness of solar heat. The Renewable Energy business focuses on segments with high growth potential. These include the following: large solar parks; smart solutions based on solar power for commercial and industrial properties, ports, housing companies and single-family homes; industrial-scale solar district heating; and large systems for generating heat for industrial processes.

The company has strong references and a good market position, especially in France and Germany, where the number of solar thermal plant development projects for district heating is at a record high and the demand for solar thermal solutions is expected to continue to grow rapidly. In Finland, with the acquisition of Rasol Oy, the company also has a strong market position in solar power systems. In the future, growth will continue to be sought in the solar thermal business, large solar power parks and energy storage facilities. In properties, smart energy solutions are becoming more common, combining local energy production, energy storage and smart energy control. These will be an increasingly important part of society's energy system.

Significant events after the review period

On 29 January 2025, the company announced that it had signed a conditional share exchange agreement to acquire the entire share capital of Summa Defence Oy, which brings together defence and security companies. In connection with the arrangement, the Marine Logistics business (Meriaura Oy and its wholly owned subsidiary VG-EcoFuel Oy) will be sold to Meriaura Invest Oy.

The transaction is to be implemented through a directed share issue to the shareholders of Summa Defence. As a result of the share exchange, the number of Meriaura Group shares will increase to around 4,839,199,763 shares. The current number of shares in Meriaura Group is 866 801 277. In the transaction, Meriaura Group will direct around 3,972,398,486 shares in total to the owners of Summa Defence.

The holding of Meriaura Group's current shareholders in the new group of companies would be 11.9%, and that of Summa Defence's current shareholders would be 88.1%.

The planned transaction is conditional on the decisions of the General Meeting of Meriaura Group Plc. The financiers of the Summa Defence target companies must also approve the arrangement. The Board of Directors of Meriaura Group proposes to the Annual General Meeting that the name of Meriaura Group Plc be changed to Summa Defence Plc if the transaction is approved. Meriaura Group's Board of Directors has acquired a Fairness Opinion statement from HLP Corporate Finance Oy, according to which the transaction is financially reasonable for all current shareholders. The Fairness Opinion will be published before the Annual General Meeting that decides on the transaction. The execution of the Transaction is planned to take place at the beginning of April 2025.

Meriaura Group's business operations will change significantly as a result of the planned transaction. Consequently, a new IPO process will be required from the new company on the Nasdaq First North Growth Market. Meriaura Group's Board of Directors estimates that, if materialised, the planned arrangement will bring significant value to the company's shareholders through expanding business opportunities. The company will publish its updated strategy once the arrangement has been completed.

Details of the arrangement have been published in a corporate release on 29 January 2025.

Sale and valuation of the marine logistics business

The Board of Directors of Meriaura Group Plc has established a strategic guideline by which it has decided to divest the Marine Logistics business as part of an agreement whereby Meriaura Group Plc will acquire the entire share capital of Summa Defence Oy. The Board of Directors considers the defence and security technology sector to have very significant potential, but combining this potential with the Marine Logistics business is very difficult because of the covenants included in Marine Logistics' financing agreements. Meriaura Group has major investment and financing needs, but obtaining loan financing is challenging because of decreased profitability, and share issues cannot be carried out, as loan agreements contain ownership permanence requirements. For these reasons, the Board of Directors has decided to look for an alternative ownership structure for Meriaura Oy. In connection with the corporate arrangement, the Marine Logistics business (Meriaura Oy and its wholly owned subsidiary VG-EcoFuel Oy) will be sold to Meriaura Invest Oy.

The starting point for the valuation of Marine Logistics is the valuation of the share capital carried out in the summer of 2024 in relation to the sale of a minority stake in Meriaura Oy to Meriaura Invest Oy in July 2024. In 2022, in the merger of Meriaura Oy and Savosolar Plc, Meriaura Oy's share capital was valued at EUR 30 million, with the company's EBITDA being EUR 14.5 million. In 2024, the company's EBITDA was EUR 8.3 million. The company's net debt also increased between the summer of 2024 and the autumn of 2024. The freight market outlook for 2025 is weaker than in early 2024. In addition, the responsibilities of Marine Logistics have increased since Meriaura Oy signed binding delivery contracts for two EcoTrader vessels in the spring of 2024. In commercial negotiations, the total value of Meriaura Oy's share capital was determined at EUR 18,136 million, and the corresponding value of a 79.38% holding was EUR 14.4 million. If materialised, the arrangement will result in a capital loss for the Group. The loss is estimated at EUR 16.4 million based on figures on 31 December 2024. Consequently, an impairment of EUR 16.4 million on fixed assets has been recognised in the consolidated income statement for 2024. An impairment of EUR 10.5 million for Meriaura Oy's shares has been recognised in the parent company's result for 2024. To support decision-making, the Board of Directors obtained expert opinions on the feasibility of the arrangement and the valuation of Meriaura and analysed the risks of the transaction with the company's advisors. The result of the negotiation is part of a large whole, of which no part will materialise if not all parts materialise.

The Board has acquired a Fairness Opinion statement from HLP Corporate Finance Oy, according to which the transaction is financially reasonable for all current shareholders.

For the company, the arrangement is a major strategic change. However, the Board of Directors estimates that the planned arrangement as a whole will be profitable from the shareholders' point of view, as it will bring significant value to the company's shareholders through expanding financing and business opportunities, if materialised.

Board of director's proposal to the annual general meeting on the treatment of profit and the distribution of dividends

Meriaura Group Plc's Annual General Meeting is scheduled to be held in Helsinki on 26 March 2025 at 2025 10 am. The notice of the meeting will be published on a later date as a separate stock exchange release. The Board of Directors proposes to the Annual General Meeting that the result for the financial year of EUR -12,236,659.36 be carried over to the retained earnings and losses account, and that no dividend be paid.

Turku 27 February 2025

Meriaura Group plc

Board of Directors

Income Statement

EUR 1,000	Group January–December 2024	Group January–December 2023	Parent company January–December 2024	Parent company January–December 2023
REVENUE	79,164	66,183	494	726
Increase (+) or decrease in inventories of finished goods and work in progress	89	23	0	0
Other operating income	244	883	0	9,876
Materials and services				
Raw materials and consumables				
Purchases during the financial year	–20,137	–16,329	0	–116
Increase/decrease in inventory	136	893		–13
External services	–33,837	–26,691	–5	–108
Total materials and services	–53,839	–42,126	–5	–237
Personnel costs				
Salaries and fees	–9,653	–9,515	–327	–1,205
Indirect employee costs				
Pension expenses	–1,086	–1,016	–46	–160
Other indirect employee costs	–328	–393	–10	–31
Total personnel costs	–11,067	–10,924	–383	–1,397
Depreciation and impairment				
Depreciation according to plan	–5,478	–5,254	0	–112
Amortisation of consolidated goodwill and decrease in consolidated reserves	–331	–28	0	0
Impairment on non-current assets	–16,372	0	–10,502	0
Total depreciation and impairment	–22,181	–5,282	–10,502	–112
Other operating expenses	–8,369	–7,714	–428	–1,170
OPERATING PROFIT/LOSS	**–15,960**	**1,043**	**–10,825**	**7,687**
Financial income and expenses				
Interest income and other financial income				
From Group companies	0	0	707	378
From others	251	111	0	0
Impairment on investments in non-current assets	–3,332	0	–1,915	0
Interest expenses and other financial expenses				
From Group companies	0	0	–123	–68
To others	–1,515	–1,486	–81	–153
Total financial income and expenses	–4,597	–1,375	–1,412	158
PROFIT (LOSS)	–20,556	–332	–12,237	7,844
PROFIT (LOSS) BEFORE APPROPRIATIONS AND TAXES	–20,556	–332	–12,237	7,844
Income taxes	–16	61	0	0
Non-controlling interest	–116	0	0	0
PROFIT (LOSS) FOR THE PERIOD	–20,688	–271	–12,237	7,844

Balance sheet

ASSETS	Group	Group	Parent company	Parent company
EUR 1,000	12/31/24	12/31/23	12/31/24	12/31/23
NON-CURRENT ASSETS				
Intangible assets				
Development expenditure	345	444	0	0
Intellectual property rights	14	35	0	0
Goodwill	1,413	1,746	0	0
Consolidated goodwill	2,998	3,349	0	0
Other intangible assets	2,066	91	0	0
Advance payments	0	1,971	0	0
Total intangible assets	6,837	7,636	0	0
Tangible assets				
Buildings	376	491	0	0
Machinery and equipment	20,767	41,265	0	0
Advance payments and procurement in progress	5,793	23	0	0
Total tangible assets	26,936	41,779	0	0
Investments				
Holdings in Group companies	0	0	21,869	38,838
Other shares	0	0	0	0
Total investments	0	0	21,869	38,838
TOTAL NON-CURRENT ASSETS	**33,773**	**49,415**	**21,869**	**38,838**

ASSETS	Group	Group	Parent company	Parent company
EUR 1,000	12/31/24	12/31/23	12/31/24	12/31/23
CURRENT ASSETS				
Inventories				
Materials and supplies	725	603	0	0
Work in progress	229	238	0	0
Finished products/goods	469	443	0	0
Other inventories	1,142	1,069	0	0
Advance payments	203	162	0	0
Total inventories	2,767	2,515	0	0
Non-current receivables				
Receivables from Group companies	0	0	10,807	11,274
Other receivables	3	102	2	39
Prepayments and accrued income	6	5	0	0
Total non-current receivables	9	107	10,809	11,312
Current receivables				
Trade receivables	4,576	4,250	0	0
Receivables from Group companies	0	0	2,478	191
Loan receivables	0	0	0	0
Other receivables	692	311	3	2
Prepayments and accrued income	3,572	3,520	21	47
Total current receivables	8,841	8,081	2,502	241
Cash at hand and in bank	8,114	7,726	21	48
TOTAL CURRENT ASSETS	19,731	18,429	13,332	11,601
TOTAL ASSETS	**53,504**	**67,844**	**35,201**	**50,439**

Balance sheet

ASSETS	Group	Group	Parent company	Parent company
EUR 1,000	12/31/24	12/31/23	12/31/24	12/31/23
LIABILITIES				
EQUITY				
Share capital	470	470	470	470
Invested unrestricted equity fund	89,804	89,804	89,804	89,804
Retained result	–50,265	–50,014	–43,034	–50,878
Profit (loss) for the period	–20,688	–271	–12,237	7,844
TOTAL EQUITY	19,321	39,989	35,003	47,240
Non-controlling interest	7,993	0	0	0
MANDATORY PROVISIONS				
Other mandatory provisions	367	240	0	0
TOTAL MANDATORY PROVISIONS	367	240	0	0
DEBT				
Non-current				
Loans from financial institutions	10,921	12,257	0	0
Liabilities to Group companies	0	0	0	0
Other liabilities to Group companies	0	0	0	0
Other liabilities	3,368	5,644	0	2,730
Total non-current liabilities	14,289	17,901	0	2,730

ASSETS	Group	Group	Parent company	Parent company
EUR 1,000	12/31/24	12/31/23	12/31/24	12/31/23
Current				
Loans from financial institutions	4,286	3,156	0	0
Advances received	569	20	0	0
Trade payables	2,976	2,912	42	169
Trade payables to Group companies	0	0	92	149
Other liabilities	913	662	20	93
Other liabilities to Group companies	0	0	0	0
Accruals and deferred income	2,791	2,964	43	59
Accruals to Group companies	0	0	0	0
Total current liabilities	11,535	9,714	198	470
TOTAL DEBT	25,823	27,615	198	3,200
TOTALLIABILITIES	53,504	67,844	35,201	50,439

Cash flow statement

EUR 1,000	Group 2024	Group 2023	Parent company 2024	Parent company 2023
Cash flow from operating activities				
Profit (loss) before appropriations and taxes	–20,556	–332	–12,237	7,844
Adjustments				
Depreciation and impairment according to plan	22,181	5,281	10,502	112
Impairment and other adjustments	122	91	0	–210
Financial income and expenses	4,597	1,375	1,412	–158
Cash flow before change in working capital	6,343	6,415	–323	7,589
Change in working capital				
Increase (-) / decrease (+) in non-interest-bearing business receivables	–760	–1,496	–2,262	764
Increase (-) / decrease (+) in inventories	–252	–947	0	2,283
Increase (+) / decrease (-) in non-interest-bearing liabilities	1,820	180	–272	–1,126
Cash flow from operating activities before financial items and taxes	7,152	4,153	–2,857	9,509
Interest paid and payments on other financial expenses	–1,524	–1,486	–2,118	–220
Interest received and other financial income from operations	251	111	707	378
Cash flow before extraordinary items	5,879	2,778	–4,268	9,667
Cash flow from operating activities (A)	5,879	2,778	–4,268	9,667
Cash flow from investing activities				
Investments in tangible and intangible assets	–6,651	–677	0	0
Proceeds from the disposal of tangible and intangible assets	17	0	0	890
Investments in other investments	0	0	0	0
Investments in subsidiaries	0	–3,766	6,468	–7,307
Proceeds from the disposal of shares in subsidiaries	0	0	0	0
Proceeds from the disposal of other investments	0	0	0	0
Repayments of loan receivables	0	0	0	0
Repayments of loan receivables	0	0	0	0
Interest received on investments	0	0	0	0
Dividends received on investments	0	0	0	0
Cash flow from investing activities (B)	–6,634	–4,443	6,468	–6,417
Cash flow from financing activities				
Paid share issue	0	4,856	0	4,856
Acquisition of own shares	0	0	0	0
Sale of own shares	0	0	0	0
Withdrawals of current loans	0	0	0	0
Repayments of current loans	1,823	0	0	0
Withdrawals of non-current loans	5,797	2,730	0	2,730
Repayments of non-current loans	–4,299	–2,666	–2,730	–243
Other non-current liabilities	–2,276	403	0	0
Other non-current receivables	98	253	503	–11,274
Cash flow from financing activities (C)	1,143	5,576	–2,227	–3,930
Change in cash and cash equivalents (A+B+C) increase (+) / decrease (-)	388	3,912	–27	–681
Cash and cash equivalents at the beginning of the period	7,726	3,814	48	729
Cash and cash equivalents at the end of the period	8,114	7,726	21	48

Notes

Accounting principles

The financial statements have been prepared in accordance with the Finnish Accounting Act (FAS) and with the going concern principle (KPL 3:3 §). The parent company Meriaura Group Oyj is domiciled in Turku. A copy of the financial statements is available at Eerikinkatu 26, 20100 Turku, Finland.

Changes in company structure

The parent company has sold its Renewable Energy business on 31 May 2023 to its subsidiary Meriaura Energy Oy. In addition, on 30 November 2023, the company acquired the entire share capital of Rasol Oy through a share exchange, and Rasol has been consolidated into the consolidated financial statements since 1 December 2023.

Valuation and allocation principles and methods

Variable costs have been included in the acquisition cost of inventories. Inventories are measured at acquisition cost or at a lower likely selling price.

Non-current assets are measured at acquisition cost. Depreciation according to the plan has been calculated for development expenditure, intellectual property rights and other long-term expenditure through straight-line depreciation from the original purchase price. For other fixed assets, declining-balance depreciation has been applied, starting its calculation from the month during which the asset was adopted.

Meriaura Energy Oy's and Rasol Oy's principles for depreciation according to plan are:

	2024	2023
Development expenditure	5/10-year straight-line depreciation	5/10-year straight-line depreciation
Intellectual property rights	5/10-year straight-line depreciation	5/10-year straight-line depreciation
Other long-term expenses	5-year straight-line depreciation	5-year straight-line depreciation
Machinery and equipment	25% declining balance	25% declining balance
Consolidated goodwill	10-year straight-line depreciation	10-year straight-line depreciation

The depreciation period for capitalised development expenditure may be longer than 5 years if the underlying product or solution is unique and the development expenditure is believed to generate income for at least over the depreciation period. Grants received related to development expenditure are recognised as decreases in acquisition costs.

These valuation and allocation principles and methods were used in the parent company until 31 May 2023, after which the business was sold to the subsidiary Meriaura Energy Oy, which has continued to apply the same principles.

The Meriaura subgroup's principles for depreciation according to plan are:

	Estimated service life	Depreciation method
Goodwill	10	Straight-line depreciation
Consolidated goodwill	5	Straight-line depreciation
Machinery and equipment (Eeva VG)	15	Straight-line depreciation
Machinery and equipment (Meri)	10	Straight-line depreciation
Machinery and equipment (Aura)	8	Straight-line depreciation
Machinery and equipment (Aava VG)	8	Straight-line depreciation
Machinery and equipment (Helena VG)	10	Straight-line depreciation
Machinery and equipment (reach stackers)	2	Straight-line depreciation

Revenue recognition

Revenue from long-term output (long-term projects) is recognised as revenue based on

the degree of completion. The degree of completion for long-term projects has been determined by proportioning the project's actual expenditure to the project's estimated total expenditure that can be reliably determined. In accordance with the principle of materiality, projects of minor significance have been recognised based on project handover.

Other sales are recognised as revenue in connection with the delivery of a good or service.

Tax reliefs / Tonnage tax

The group company Meriaura Oy is subject to tonnage tax. Meriaura Oy also has minor business operations that are subject to income tax.

During the financial year, the parent company recognised an impairment on the shares of the subsidiary Meriaura Oy and the Group's non-current assets item. The impairment is based on the value at which the subsidiary will possibly be sold after the financial year based on a conditional agreement. The impairment is recognised as an expense in the income statement. More information about the conditional arrangement under "Events after the balance sheet date"

Group structure

The parent company Meriaura Group Plc (domiciled in Turku) owns:

	%	Domiciled in
Meriaura Energy Oy	100	Mikkeli, Finland
Meriaura Oy	79,38	Turku, Finland
Rasol Oy	100	Sipoo, Finland
Savosolar Aps	100	Denmark
Savosolar GmbH	100	Germany
Savolaser Oy	100	Mikkeli, Finland

Meriaura Oy, the parent company of the subgroup, owns:

	%	Domiciled in
VG-EcoFuel Oy	100	Uusikaupunki, Finland

Meriaura Group Plc's parent company is Meriaura Invest Oy, which owns 62.64% of Meriaura Group Plc.

Scope of the Group

All subsidiaries have been merged with the Meriaura Group.

Consolidated accounting principles

Internal business transactions

Transactions between group companies, unrealised margins on internal deliveries, mutual receivables and liabilities, and internal ownership and distribution of profit have been eliminated.

Non-controlling interests

Non-controlling interests are separated into a specific item on the consolidated balance sheet for those subsidiaries whose equity is positive.

Translation difference

UThe income statements of foreign Group companies have been converted into the average exchange rate for the financial year, and their balance sheets have been converted into Finnish currency applying the rate that prevailed on the balance sheet date. The exchange rate differences arising from the conversion, as well as the translation differences arising from the conversion of foreign subsidiaries' own funds, are presented under "Profit from previous financial years".

Comparability of the figures for the previous period

The parent company's financial year is not comparable, as it sold its Renewable Energy business to its subsidiary Meriaura Energy Oy on 31 May 2023. Rasol Oy was acquired in the middle of the financial year on 30 November 2023, and has been consolidated into the Group since 1 December 2023.

Foreign currency items

Transactions denominated in a foreign currency are recognised applying the exchange rates that prevailed on the day of the transaction. The resulting exchange rate differences are recorded through profit or loss.Receivables and liabilities denominated in a foreign currency have been converted into euros at the rate that prevailed on the balance sheet date.

Notes to the income statement

Revenue

BREAKDOWN OF REVENUE	Group	Group	Parent company	Parent company
EUR 1,000	2024	2023	2024	2023
Revenue in accordance with the decree of completion	9,518	2,562	0	176
Other revenue	69,646	63,621	494	550
Total revenue	**79,164**	**66,183**	**494**	**726**
Amount recognised as revenue for long-term projects that have been recognised in accordance with the degree of completion but have not been handed over to the customer in the financial yearand previous financial years	3,115	2,552	0	0
Amount remaining to be recognised for long-term projects	8,917	5,768	0	0

Other operating incom

	Group	Group	Parent company	Parent company
EUR 1, 000	2024	2023	2024	2023
From the business transaction	0	0	0	9,852
Other	244	883	0	24
	244	**883**	**0**	**9,876**

*Meriaura Group Plc's solar thermal business to Meriaura Energy Oy on 31.5.2023.

Mandatory provisions

Guarantee provisions were transferred from Meriaura Group Plc to Meriaura Energy Oy as a result of the business transaction, and amounted to EUR 366,679,67 on 31 December 2024. At the Group level, the transfer had no impact. For Meriaura Energy Oy, an increase of EUR 127,638.82 in guarantee provisions was recognised for the financial year, and provisions were reversed in the amount of EUR 601.10. A guarantee provision is recorded for warranty work that may result from projects.

Notes concerning personnel and members of administrative bodies

Personnel costs

	Group	Group	Parent company	Parent company
EUR 1,000	2024	2023	2024	2023
Salaries and fees	9,653	9,515	327	1,205
Pension expenses	1,086	1,016	46	160
Other statutory indirect employee costs	328	393	10	31
	11,067	**10,924**	**383**	**1,397**
The Board's and the CEO's				
Salaries and fees	550	545	157	259

Average number of personnel

	Group	Group	Parent company	Parent company
	2024	2023	2024	2023
Average personnel during the financial year	164	180	3	15

Other operating expenses

EUR 1,000	Group 2024	Group 2023	Parent company 2024	Parent company 2023
Administrative expenses	3,119	2,496	324	552
Facility costs	1,139	1,001	17	249
Telephone, telecommunications and office expenses	40	62	8	15
Travel expenses	485	412	7	49
Sales and marketing costs	239	162	8	61
Research and development costs	387	488	0	56
Quality	21	22	2	9
Machine and equipment costs	1,722	2,386	31	107
Other operating expenses	1,217	684	31	72
Total	**8,369**	**7,714**	**428**	**1,170**

Auditor's fees

The figures are included in the "Administrative expenses" item specified above.

EUR 1,000	Group 2024	Group 2023	Parent company 2024	Parent company 2023
Statutory audit	33	40	13	17
Other services	62	44	34	18
	95	**84**	**48**	**35**

Breakdown of financial expenses

EUR 1,000	Group 2024	Group 2023	Parent company 2024	Parent company 2023
Subscription right costs	0	104	0	104
Other financial and interest expenses	4,847	1,382	203	117
	4,847	**1,486**	**203**	**220**

Includes a capital loss of EUR 3,332,281 related to the sale of minority share in Meriaura Oy on 2 July 2024.

Notes to the balance sheet

Change in fixed assets

INTANGIBLE ASSETS	Group	Group	Parent company	Parent company
EUR 1,000	2024	2023	2024	2023
DEVELOPMENT EXPENDITURE				
Acquisition cost 1 Jan	2,689	2,666	0	2,462
Increase 1 Jan to 31 Dec	0	23	0	3
Decrease 1 Jan to 31 Dec	0	0	0	-304
Acquisition cost 31 Dec	2,689	2,689	0	2,161
Accumulated depreciation and impairment	-2,245	-2,123	0	-2,119
Depreciation during the financial year	-98	-122	0	-42
Book value 31 Dec	345	444	0	0
INTELLECTUAL PROPERTY RIGHTS				
Acquisition cost 1 Jan	210	210	0	210
Increase 1 Jan to 31 Dec	0	0	0	0
Decrease 1 Jan to 31 Dec	0	0	0	–47
Acquisition cost 31 Dec	210	210	0	163
Accumulated depreciation	–175	–155	0	–155
Depreciation during the financial year	–21	–21	0	–9
Book value 31 Dec	14	35	0	0

INTANGIBLE ASSETS	Group	Group	Parent company	Parent company
EUR 1,000	2024	2023	2024	2023
GOODWILL + CONSOLIDATED GOODWILL				
Acquisition cost 1 Jan	5,718	2,216	0	0
Increase 1 Jan to 31 Dec	0	3,503	0	0
Acquisition cost 31 Dec	5,718	5,718	0	0
Accumulated depreciation	-957	-48	0	0
Depreciation during the financial year	-351	-575	0	0
Book value 31 Dec	4,411	5,096	0	0
OTHER LONG-TERM EXPENSES				
Acquisition cost 1 Jan	912	877	0	877
Increase 1 Jan to 31 Dec	2,222	35	0	35
Decrease 1 Jan to 31 Dec	0	0	0	-106
Acquisition cost 31 Dec	3,134	912	0	806
Accumulated depreciation	-821	-796	0	-796
Depreciation during the financial year	-232	-25	0	-10
Book value 31 Dec	2,081	91	0	0
ADVANCE PAYMENTS				
Book value 1 Dec	1,971	1,235	0	0
Increase 1 Jan to 31 Dec	0	736	0	0
Decrease 1 Jan to 31 Dec	-1,971	0	0	0
Book value 31 Dec	0	1,971	0	0

TANGIBLE ASSETS	Group	Group	Parent company	Parent company
EUR 1,000	2024	2023	2024	2023
Buildings				
Acquisition cost 1 Jan	655	655	0	0
Increase 1 Jan to 31 Dec	0	0	0	0
Acquisition cost 31 Dec	655	655	0	0
Accumulated depreciation	–164	0	0	0
Depreciation during the financial year	–116	–164	0	0
Book value 31 Dec	**376**	**491**	**0**	**0**
MACHINERY AND EQUIPMENT				
Acquisition cost 1 Jan	48,539	48,037	0	2,874
Increase 1 Jan to 31 Dec	517	986	0	37
Impairment and other reductions 1 Jan to 31 Dec	–16,391	–484	0	–473
Acquisition cost 31 Dec	32,666	48,539	0	2,438
Accumulated depreciation	–7,275	–2,759	0	–2,387
Depreciation during the financial year	–4,624	–4,516	0	–52
Book value 31 Dec ** The item includes an impairment of EUR 16,372,478 related to the planned corporate arrangement	**20,767**	**41,265**	**0**	**0**
ADVANCE PAYMENTS AND PROCUREMENT IN PROGRESS				
Book value 1 Dec	23	34	0	34
Increase 1 Jan to 31 Dec	5,770	58	0	7
Decrease 1 Jan to 31 Dec	0	-70	0	-41
Book value 31 Dec	**5,793**	**23**	**0**	**0**

TANGIBLE ASSETS	Group	Group	Parent company	Parent company
EUR 1,000	2024	2023	2024	2023
INVESTMENTS				
Book value 1 Dec	0	0	38,838	31,532
Increase 1 Jan to 31 Dec	0	0	0	7,307
Decrease 1 Jan to 31 Dec *	0	0	-16,970	0
Book value 31 Dec	**0**	**0**	**21,869**	**38,838**

* Decrease includes the sale of Meriaura's minority share on 2 July 2024 and the impairment of EUR 10,502,125.37 related to the planned transaction.

Receivables from Group companies

	Group	Group	Parent company	Parent company
EUR 1,000	2024	2023	2024	2023
NON-CURRENT RECEIVABLES FROM GROUP COMPANIES	0	0	10,807	11,274
CURRENT RECEIVABLES FROM GROUP COMPANIES	0	0	2,478	191
	0	0	13,285	11,465

Liabilities to Group companies

	Group	Group	Parent company	Parent company
EUR 1,000	2024	2023	2024	2023
NON-CURRENT LIABILITIES TO GROUP COMPANIES	0	0	0	0
CURRENT LIABILITIES TO GROUP COMPANIES	0	0	92	149
	0	0	92	149

Material items of prepayments and accrued income

EUR 1,000	Group 2024	Group 2023	Parent company 2024	Parent company 2023
PREPAYMENTS AND ACCRUED INCOME				
Partial recognition of revenue in accordance with the degree of completion	2,032	1,726	0	0
Prepayments of port expenses	432	272	0	0
Insurance compensation, allocation	0	248	0	0
Allocation of invoicing, management vessels	230	100	0	0
Trafi support for shipping, allocation 7–12/2024	499	535	0	0
Other prepayments and accrued income	378	686	21	47
	3,572	3,567	21	47

Material items of accruals and deferred income

EUR 1,000	Group 2024	Group 2023	Parent company 2024	Parent company 2023
ACCRUALS AND DEFERRED INCOME				
Liabilities related to personnel	2,417	2,433	43	59
Other accruals and deferred income	374	531	0	0
	2,791	2,964	43	59

Equity

EUR 1,000	Group 2024	Group 2023	Parent company 2024	Parent company 2023
Restricted equity				
Share capital 1 Jan	470	470	470	470
Increase in share capital	0	0	0	0
Share capital 31 Dec	470	470	470	470
Total tied equity	470	470	470	470
Unrestricted equity				
Invested unrestricted equity fund 1 Jan	89,804	84,948	89,804	84,948
Increase in the invested unrestricted equity	0	4,856	0	4,856
Invested unrestricted equity fund 31 Dec	89,804	89,804	89,804	89,804
Retained result 1 Jan	-50,285	-50,014	-43,034	-50,878
Change in translation differences	0	0	0	0
Retained result 31 Dec	-50,285	-50,014	-43,034	-50,878
Net profit for the financial year	-20,688	-271	-12,237	7,844
Total unrestricted equity	18,831	39,519	34,533	46,770
Equity 31 Dec	19,301	39,989	35,003	47,240

Distributable funds

EUR 1,000	2024	2023
Invested unrestricted equity fund	89,804	89,804
Retained losses	-43,034	-50,878
Loss for the period	-12,237	7,844
Capitalised development expenditure	0	0
Distributable funds 31 Dec	**34,533**	**46,770**

The company's distributable funds are 34 532 959.

Board proposal for the treatment of the result for the financial year

The loss for the 2024 financial year is -12 236 659,36 EUR. The Board proposes to the Annual General meeting that the loss for the financial year -12 236 659,36 EUR to be transferred to retained earnings/losses, and no dividend be paid.

Collateral provided, contingent liabilities and other liabilities

Liabilities and bank guarantees secured by corporate mortgage and the value of collaterals

	Group	Group	Parent company	Parent company
EUR 1,000	2024	2023	2024	2023
Loans from financial institutions	15,015	15,772	0	0
Maturing in more than 5 years	0	840	0	0
Finnvera Oyj has provided guarantees for these liabilities	5,457	6,044	0	0
Business mortgage as collateral for bank guarantees	19,500	12,500	3,000	1,500
Vessel mortgage as collateral for bank guarantees	95,640	95,640	0	0
Guarantees provided by Meriaura Invest Oy for Meriaura Oy's liabilities	16,965	21,817	0	0
Bank accounts pledged	0	36	0	36
Overdraft facility account (not in use on 31 December 2024)	0	1,000	0	0
Guarantees and collateral provided, amount in use	1,820	15,858	0	71
Rental security deposits	44	2	0	2
Other collateral provided	44	2	2	2
Leasing liabilities, office equipments	145	72	0	0
Lease liabilities	874	92	0	15
Company card liabilities	20	16	1	0

At the end of 2024, Meriaura Oy's time-charter lease liabilities were estimated at EUR 23,900,000.00, of which EUR 17,686,700 will fall due within 12 months.
Above mentioned liabilities include the following ones:

The subsidiary Meriaura Oy has a market-based time-charter agreement with Helmer Lundström Ab until the end of 2027. Helmer Lundström Ab is an associated company of Meriaura Invest Oy.

The subsidiary Meriaura Oy has a market-based time-charter agreement with Marship Minibulker Flotte GmbH & Co. KG until the end of 2025. Marship Minibulker Flotte GmbH & Co. is an associated company of Meriaura Invest Oy.

The subsidiary Meriaura Oy has market-based time-charter agreements with Rederi AB Nathalie until 31 December 2025, 30 June 2026 and 31 December 2026. Rederi AB Natalie is an associated company of Meriaura Invest Oy.

The subsidiary Meriaura Oy has a repurchase liability for the Mirva VG vessel it sold to Helmer Lundström Ab in September 2022. The repurchase liability decreases by EUR 450,000 annually and was EUR 8,100,000.00 on the 31 December 2024. The repurchase liability ends on 31 December 2029. Helmer Lundström Ab is an associated company of Meriaura Invest Oy.

At the end of 2024, Meriaura Oy's shipbuilding liabilities stood at EUR 34,000,000.00. By 31 December 2024, EUR 5,092,500.00 of the liability had been paid, with EUR 28,907,500.00 remaining. For shipbuilding contracts, the company has binding financing agreements with three financiers. 20 percent of the investments is financed by company itsself and 80 percent is financed by debt. The first ship is scheduled to be handed over to Meriaura Oy at the beginning of 2026, and the second at the end of 2026.

Loan covenants

Bank loans have covenants, which include the Mälkiä family's (direct or indirect) majority ownership of Meriaura Oy's share capital and/or the votes carried by the shares, the value of vessel mortgages in relation to credit, the equity ratio and interest-bearing liabilities in relation to EBITDA. The loan covenants have been met 31.12.2024.

Derivative contracts

Derivative contracts (interest rate swaps) have been used during the financial year to hedge against the interest rate risk in the subsidiary Meriaura Oy.

EUR 1,000	Nominal value	Maturity	Market value
Interest rate swap/Nordea	13,000	18.6.2029	-209

The total amount of loans covered by the interest rate swap is EUR 11,498,187.60. The cash flows of the interest rate swap are recognised through profit or loss for the same periods as the interest flows of the hedged loan.

Related party transactions

On 25 April 2024, Meriaura Group announced a conditional decision to sell a minority stake in Meriaura Oy to Meriaura Invest Oy through a transaction that would offset Meriaura Invest's loan receivable from Meriaura Group Plc. The loan has enabled the delivery of the Bad Rappenau project. The unsecured loan was long term at an annual interest rate of 6%. On 2 July 2024, Meriaura Group's Board of Directors decided on the sale of the minority stake in accordance with the plan announced on 25 April 2024. The transaction price for the 20.6% holding was EUR 4,552,659.73, which offset Meriaura Invest's loan receivable of EUR 4.4 million with interest. To support decision-making and fulfil its due diligence obligation, the Board of Directors obtained expert opinions on

the feasibility of the arrangement and the valuation of Meriaura, and analysed the risks of the transaction with the company's advisors. As a result of the sale, a loss of EUR 3.3 million was recognised in the group of financial expenses. The acquisition strengthened the Group's balance sheet and will improve opportunities to expand the funding base in the future. The arrangement also supported Meriaura's ship investments, ensuring compliance with the ownership permanence requirement for its financing.

Meriaura Group Plc charges management fees from its subsidiaries. The subsidiary Meriaura Oy acquires and sells services from its related-party companies. The terms and conditions of transactions with related parties correspond those of transactions with independent parties.

The related-party companies include Meriaura Invest Oy, Rederi Ab Nathalie, Helmer Lunström Oy, Aura Mare Oy, VG-EcoFuel Oy, Marship Minibulker Flotte GmbH & Co. KG, Malkia Oy, Skogby Strand Oy, VG-Port Oy, Biolinja Oy, Sybimar Oy and Gaiamare Oy.

EUR 1,000	2024	2023
Sale of services	1,561	1,557
Purchases of services	11,548	10,150

Structural and financial arrangements

Meriaura Group did not have any option programmes in force at the end of the financial year.

Company shares

	Parent company 2024	Parent company 2023
Shares (1 vote per share), pcs	866,801,277	866,801,277

General risks and uncertainties related to business operations

The Marine Logistics business may need significant additional funding to renew and increase its fleet in a competitive manner. Several simultaneous major deliveries of renewable energy may significantly increase the need for working capital and facilities in Renewable Energy. A general weakening of the financial markets, higher costs of financing and/or reduced availability of financing may weaken the Group's financing options and lead to tighter terms and conditions for financing.

Holdings in other companies

Name and domicile of the company	Holding	Equity	Net profit for the financial year
Meriaura Oy and VG-EcoFuel Oy, Turku, Finland	79.38 %	30,657	2,288
Meriaura Energy Oy, Mikkeli, Finland	100.00 %	-3,292	-3,900
Rasol Oy, Sipoo	100.00 %	325	-215
Savosolar Aps, Denmark	100.00 %	28	4
Savosolar GmbH, Germany	100.00 %	63	7
Savolaser Oy, Mikkeli, Finland	100.00 %	-8	-2

Events after the balance sheet date

On 29 January 2025, the company announced that it had signed a conditional share exchange agreement to acquire the entire share capital of Summa Defence Oy, which brings together defence and security companies. In connection with the arrangement, the Marine Logistics business (Meriaura Oy and its 100% subsidiary VG-EcoFuel Oy) will be sold to Meriaura Invest Oy.

The transaction is to be implemented through a directed share issue to the shareholders of Summa Defence. As a result of the share exchange, the number of Meriaura Group shares will increase to around 4,389,199,763 shares. The current number of shares in Meriaura Group is 866 801 277. In the transaction, Meriaura Group will direct a total of 3,972,398,487 shares to the owners of Summa Defence.

The holding of Meriaura Group's current shareholders in the new group of companies will be 11.9%, and that of Summa Defence's current shareholders will be 88.1%.

The planned transaction is conditional on the decisions of the General Meeting of Meriaura Group Plc. The financiers of the Summa Defence target companies must also approve the arrangement. The Board of Directors of Meriaura Group proposes to the Annual General Meeting that the name of Meriaura Group Plc be changed to Summa Defence Plc if the transaction is approved. Meriaura Group's Board of Directors has acquired a Fairness Opinion statement from HLP Corporate Finance Oy, according to which the transaction is financially reasonable for all current shareholders. The Fairness Opinion will be published before the Annual General Meeting that decides on the transaction. The execution of the Transaction is planned to take place at the beginning of April 2025.

Meriaura Group's business operations will change significantly as a result of the planned transaction. Consequently, a new IPO process will be required from the new company on the Nasdaq First North Growth Market. The company's Board of Directors estimates that, if materialised, the planned arrangement will bring significant value to the company's shareholders through expanding business opportunities. The company will publish its updated strategy once the arrangement has been completed.

Details of the arrangement have been published in a corporate release on 29 January 2025.

Sale and valuation of the Marine Logistics business

The Board of Directors of Meriaura Group Plc has established a strategic guideline by which it has decided to divest the Marine Logistics business as part of an agreement whereby Meriaura Group Plc will acquire the entire share capital of Summa Defence Oy. The Board of Directors considers the defence and security technology sector to have very significant potential, but combining this potential with the Marine Logistics business is very difficult because of the covenants included in Marine Logistics' financing agreements. Meriaura Group has major investment and financing needs, but obtaining loan financing is challenging because of decreased profitability, and share issues cannot be carried out, as loan agreements contain ownership permanence requirements. For these reasons, the Board of Directors has decided to look for an alternative ownership structure for Meriaura Oy. In connection with the arrangement, the Marine Logistics business (Meriaura Oy and its wholly owned subsidiary VG-EcoFuel Oy) will be sold to Meriaura Invest Oy.

The starting point for the valuation of Marine Logistics is the valuation of the share capital carried out in the summer of 2024 in relation to the sale of a minority stake in Meriaura Oy to Meriaura Invest Oy in July 2024. In 2022, in the merger of Meriaura Oy and Savosolar Plc, Meriaura Oy's share capital was valued at EUR 30 million, with the company's EBITDA being EUR 14.5 million. In 2024, the company's EBITDA was EUR 8.3 million. The company's net debt also increased between the summer of 2024 and the autumn of 2024. The freight market outlook for 2025 is weaker than in early 2024. In addition, the responsibilities of Marine Logistics have increasedsince Meriaura Oy signed binding delivery contracts for two EcoTrader vessels in the spring of 2024. In commercial negotiations, the total value of Meriaura Oy's share capital was determined at EUR 18,136 million, and the corresponding value of a 79.38% holding was EUR 14.4 million. If materialised, the arrangement will result in a capital loss for the Group. The loss is estimated at EUR 16.4 million based on figures on 31 December 2024. Consequently, an impairment of EUR 16.4 million on fixed assets has been recognised in the consolidated income statement for 2024. An impairment of EUR 10.5 million for Meriaura Oy's shares has been recognised in the parent company's result for 2024. To support decision-making, the Board of Directors obtained expert opinions on the feasibility of the arrangement and the valuation of Meriaura, and analysed the risks of the transaction with the company's advisors. The result of the negotiation is part of a whole, of which no part will materialise if not all parts materialise.

SIGNATURE OF THE FINANCIAL STATEMENTS AND THE BOARD OF DIRECTORS' REPORT

27 February 2025

Antti Vehviläinen
Chair of the Board

Jussi Mälkiä
CEO

Kati Ihamäki
Member of the Board

Patrik Rautaheimo
Member of the Board

Ville Jussila
Member of the Board

AUDITOR'S NOTE

An auditor's note has been issued today on the audit performed.

28 February 2025

KPMG Oy Ab
Audit firm

Henry Maarala
APA

Auditor's Report

To the Annual General Meeting of Meriaura Group Oyj

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Meriaura Group Oyj (business identity code 2309682-6) for the year ended 31 December, 2024. The financial statements comprise the balance sheets, the income statements, cash flow statements and notes for the group as well as for the parent company.

In our opinion, the financial statements give a true and fair view of the group's and the company's financial performance and financial position in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements.

Basis for Opinion

We conducted our audit in accordance with good auditing practice in Finland. Our responsibilities under good auditing practice are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the parent company and of the group companies in accordance with the ethical requirements that are applicable in Finland and are relevant to our audit, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - announced corporate transaction

We would like to draw attention to the section "Events after the balance sheet date" in the notes to the financial statements, which describes the conditional share exchange agreement with Summa Defence Oy announced on January 29, 2025. In connection with the arrangement, it has been agreed that upon completion of the arrangement, the shares of Meriaura Oy will be sold to Meriaura Invest Oy in a related party transaction. If materialised, the arrangement will result in a capital loss for the Group, which, based on the figures as of December 31, 2024, is estimated at EUR 16.4 million. Consequently, an impairment of EUR 16.4 million on fixed assets has been recognised in the consolidated income statement for 2024. An impairment of EUR 10.5 million for Meriaura Oy's shares has been recognised in the parent company's result for 2024. Our opinion is not modified in respect of this matter.

Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director are responsible for the preparation of financial statements that give a true and fair view in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors and the Managing Director are responsible for assessing the parent company's and the group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting. The financial statements are prepared using the going concern basis of accounting unless there is an intention to liquidate the parent company or the group or cease operations, or there is no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with good auditing practice will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with good auditing practice, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the parent company's or the group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the parent company's or the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events so that the financial statements give a true and fair view.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

Other Reporting Requirements

Other Information

The Board of Directors and the Managing Director are responsible for the other information. The other information comprises the report of the Board of Directors. Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. Our responsibility also includes considering whether the report of the Board of Directors has been prepared in compliance with the applicable provisions.

In our opinion, the information in the report of the Board of Directors is consistent with the information in the financial statements and the report of the Board of Directors has been prepared in compliance with the applicable provisions.

If, based on the work we have performed, we conclude that there is a material misstatement of the report of the Board of Directors, we are required to report that fact. We have nothing to report in this regard.

Turku, 28 February 2025

KPMG OY AB

Henry Maarala
Authorised Public Accountant,

KHT

Information for investors and shareholders

Share

Meriaura Group Plc is a Finnish limited liability company listed on Nasdaq First North Growth Market Sweden and Nasdaq First North Growth Market Finland.

Meriaura Group has one series of shares. Its number of shares on 31 December 2024 was 866.801.277. Each share carries one vote at the general meeting of shareholders. The company does not hold any treasury shares. Meriaura Group Plc had 15 271 shareholders on 31 December 2024.

Investor Relations

Meriaura Group is committed to communicating actively and transparently with all stakeholders. The company strives to give a truthful picture of the company's operation, operating environment, strategy, goals and financial performance. The website www.meriauragroup.com and company releases published through Nasdaq are the most important sources for information on the operations and financials.

Meriaura Group observes a 30-day closed period preceding the publication of its financial results. During this time the company's representatives do not meet with investors or analysts, or comment on the company's financial position, business or strategy. During this time the company's representatives do not meet with investors or analysts, or comment on the company's financial position, business or strategy. During the closed period, the management's trading in the company's financial instrument for its own account or that of a third party, directly or indirectly, is also prohibited. At other times, we are happy to an-swer the enquiries of analysts and investors by phone or email, or at the investor meet¬ings arranged.

Annual General Meeting

The General Meeting of shareholders is the highest decision-making body of the company. The company's Board of Directors convenes the General Meeting annually within six months of the end of the financial period. Shareholders have the right to attend the Shareholders' meeting if they have been entered into the register of shareholders at least eight working days before the meeting.

Meriaura Group's Annual General Meeting 2025 is scheduled to be held in Helsinki on 26th of March 2025 at 10.00 am (EET). The invitation to the Annual General Meeting will be published in a stock exchange release, and the registration instructions can then also be found on the company's website at www.meriauragroup.com.

Financial reporting in 2025

Meriaura Group will publish the following financial releases in 2025:

- The business review for January–March will be published on 2 May 2025.
- The half-year report for January–June will be published on 22 August 2025.
- The business review for July–September will be published on 31 October 2025.

The financial reports, as well as other company announcement and official information will be published in Finnish and English.

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Basic share information

Listings:
Nasdaq First North Growth Market, Sweden; Nasdaq First North Growth Market, Finland

Symbol:
Nasdaq First North Growth Market Sweden: MERIS
Nasdaq First North Growth Market Finland: MERIH

ISIN: FI4000425848

Sector: Energia

Number of shares 31.12.2024: 886.801.277

Listing date: 27.04.2015

MERIAURA
GROUP