

To the General Meeting of
MorGen Energy AG, Zurich

Zurich, 2 June 2025

Report of the statutory auditor on the limited statutory examination

As statutory auditor, we have examined the financial statements (balance sheet, income statement and notes) of MorGen Energy AG for the financial year ended 31 December 2024.

These financial statements are the responsibility of the Board of Directors. Our responsibility is to perform a limited statutory examination on these financial statements. We confirm that we meet the licensing and independence requirements as stipulated by Swiss law.

We conducted our examination in accordance with the Swiss Standard on the Limited Statutory Examination. This standard requires that we plan and perform a limited statutory examination to identify material misstatements in the financial statements. A limited statutory examination consists primarily of inquiries of company personnel and analytical procedures as well as detailed tests of company documents as considered necessary in the circumstances. However, the testing of operational processes and the internal control system, as well as inquiries and further testing procedures to detect fraud or other legal violations, are not within the scope of this examination.

Based on our limited statutory examination in accordance with Art. 729a para. 1 CO, nothing has come to our attention that causes us to believe that the financial statements and the proposal of the Board of Directors do not comply with Swiss law and the company's articles of incorporation.

Ernst & Young Ltd

Licensed audit expert
(Auditor in charge)

Licensed audit expert

Enclosures

- ▶ Financial statements (balance sheet, income statement and notes)
- ▶ Proposal of the Board of Directors

MorGen Energy AG, Zurich

Financial statements for the year ended 31 December 2024
Prepared in accordance with Swiss Code of Obligations (CO)

Balance sheet as at 31 December

	Note	31.12.2024 CHF	31.12.2023 CHF
ASSETS			
Current Assets			
Cash and cash equivalents		8 261 883	1 234 341
Trade receivables			
Third parties		2 687	3 228
Related parties		0	321 594
Accrued income and prepaid expenses		1 334 984	740 121
Other receivables			
Third parties		147 561	14 239
Total current assets		9 747 115	2 313 523
Non-current assets			
Fixed assets		450 287	34 151
Financial Assets			
Loans to subsidiaries		7 069 713	1 635 155
Shareholdings	1.2	45 009 290	24 196 531
Total non-current assets		52 529 289	25 865 837
TOTAL ASSETS		62 276 404	28 179 360
EQUITY AND LIABILITIES			
Current liabilities			
Trade payables			
Third parties		1 281	22 370
Other current liabilities			
Third parties		310 807	527 068
Related parties		0	1 520 010
Deferred income and accreud expenses		484 905	167 658
Total current liabilities		796 993	2 237 106
Non-current liabilities			
Non-current interest-bearing liabilities			
Shareholders		16 683 148	18 478 881
Total non-current liabilities		16 683 148	18 478 881
Total liabilities		17 480 141	20 715 987
Equity			
Share capital	6	11 200 000	3 000 000
Statutory capital reserves			
Capital contribution reserves	6	44 237 566	11 847 603
Voluntary retained earning or accumulated losses			
Losses carried forward		(7 384 230)	(4 594 441)
Loss for the year		(3 257 073)	(2 789 789)
Total equity		44 796 263	7 463 373
TOTAL EQUITY AND LIABILITIES		62 276 404	28 179 360

Profit and loss statement for the year ended 31 December

	Note	2024 CHF	2023 CHF
Income			
Income from services		3 436 763	2 922 961
Total income		3 436 763	2 922 961
Operating expenses			
Personnel expenses		(4 292 482)	(4 241 977)
Rent expenses		(111 585)	(74 713)
Administrative and IT expenses		(202 620)	(77 310)
Contractors / Legal / Consulting		(1 103 979)	(411 493)
Travel expenses		(204 324)	(118 200)
Marketing and Public Relations		(346 923)	0
Total operating expenses		(6 261 913)	(4 923 692)
EBITDA		(2 825 151)	(2 000 731)
Depreciation		(22 719)	(5 175)
EBIT		(2 847 869)	(2 005 906)
Financial income and expenses			
Financial income		201 816	19 007
Financial expenses		(803 884)	(749 507)
Exchange rate differences, net		207 530	(53 384)
Total financial income and expenses		(394 538)	(783 883)
Extraordinary expenses and income	7	(14 666)	0
Total extraordinary expenses and income		(14 666)	0
EBT		(3 257 073)	(2 789 789)
Direct taxes		0	0
Loss for the period		(3 257 073)	(2 789 789)

Notes to the financial statements for the year ended 31 December 2024

1.1 General Information

These financial statements have been prepared on accordance with the provisions on commercial accounting regulated in articles 957 – 963b of Swiss Code of Obligations (CO) (effective since 1 January 2023).

With the change in Articles of Association effective from 5 November 2024 the Company name has been changed from H2 Energy Europe AG to MorGen Energy AG. Date of publication in the Register of Commerce of Switzerland is 18 November 2024.

1.2 Shareholdings

	2024 Share capital (in local currency)	2024 Share in capital/ voting rights	2023 Share capital (in local currency)	2023 Share in capital/ voting rights
MorGen Energy ApS (ehem. H2 Energy Esbjerg ApS, Esbjerg (Denmark))	DKK 50 000	100%	DKK 50 000	100%
Mint Hydrogen GmbH (ehem. JET H2 Energy Austria GmbH, Salzburg (Austria))	EUR 35 000	100%	EUR 35 000	50%
MorGen Energy Ltd. (H2 Energy Ecosystem UK Ltd., London (UK))	GBP 100	100%	GBP 100	100%
MorGen Energy GmbH (ehem. H2 Energy Deutschland GmbH, Hamburg (Germany))	EUR 25 000	100%	EUR 25 000	100%
H2 Energy USA, Inc. - liquidated Wilmington, New Castle (USA)	0	0%	USD 100	100%

2. Commitments

At the balance sheet date 31.12.2024 there are no commitments for disclosure.

In the prior year in connection with financing of the Joint-Venture JET H2 Energy Austria GmbH the Company had a commitment of approximately EUR 4.5 million investment as at 31.12.2023. In January 2024 the Company acquired 100% ownership in Mint Hydrogen GmbH (former JET H2 Energy Austria GmbH) and Joint-Venture agreement became ineffective.

3. Non-cancellable leasing commitments

	2024	2023
No later than 1 year	367'561	74 713
Later than 1 year (until 31.03.2032)	2'297'258	0

4. Liabilities to pension funds

	2024	2023
Liabilities to pension funds	90'655	0

5. Number of full-time employments

In 2024, 2023 and in 2022 the annual average of the full-time employments did not exceed 50 positions.

6. Shareholders' equity

Share capital in amount of CHF 11 200 000 consist of 11 200 000 authorised and issued number of shares at par value CHF 1.00 each. All issued shares are fully paid.

Capital contribution reserves include premium received from capital increase less associated costs and taxes. From fiscal point of view any distributions made from capital contribution reserves are treated as a repayment of share capital.

The Swiss Federal Tax Authorities has confirmed the recognition of CHF 11 847 603 as capital contribution reserves as per Article 5(1bis) Withholding Tax Act in 2023. The confirmation for an additional amount of CHF 32 389 963 is still pending.

The amount of share capital and reserves from capital contributions has increased according to the balance sheet.

7. Extraordinary, non-recurring or out-of-period items in the income statement

Non-recurring items include sale of furniture and liquidation of H2 Energy USA, Inc. in 2024.

8. Subsequent events

After the balance sheet date and up to approval of the annual financial statements by the Board of Directors no significant events occurred that could affect or would require disclosure in these financial statements as at 31 December 2024.

Carry forward of the accumulated losses

Proposal by the Board of Directors to the General Meeting:

	2024	2023
	CHF	CHF
Balance brought forward	(7 384 230)	(4 594 441)
Net loss for the year	(3 257 073)	(2 789 789)
Total accumulated losses	(10 641 303)	(7 384 230)
Balance to be carried forward	(10 641 303)	(7 384 230)
Total carry forward of the accumulated losses	(10 641 303)	(7 384 230)