TWMA FINANCE AS

GROUP ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024
AND
COMPANY FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

TWMA FINANCE AS

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COMPANY INFORMATION

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TWMA FINANCE AS

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

The Directors present the Directors' Report for the year ended 31 December 2024.

TWMA Finance AS (the "Company") was incorporated on 1 August 2023. These are the first financial statements that are prepared for the Company and therefore are for a long period of account from 1 August 2023 to 31 December 2024.

On 6 February 2024 the Company entered into a share for share exchange to acquire 100% of the share capital of BP Inv3 Midco Ltd and its subsidiaries (collectively with the Company the "Group" or the "TWMA Group"). As the shareholders remained the same, this transaction was accounted for under merger accounting and therefore the Group results are presented as if the Group has always been in existence.

The financial statements of the Group for the year ended 31 December 2024, and for the Company for the period ended 31 December 2024, have been prepared in accordance with EU-adopted International Financial Reporting Standards ("IFRS®") and are presented in USD which is the principal functional and presentational currency of the Group's income streams and cash flows.

Principal activities
The principal activity of the Company is to act as a holding company for its subsidiary undertakings. The Group provides drilling waste management services to the oil and gas industry globally both at source and at onshore fixed processing sites.

Directors
The Directors of the Company who held office during the year and up to the date of signature of the financial statements were as follows:

Halle Aslaksen (Appointed 14/09/23)
Mark Walker (Appointed 14/09/23)

Review of business
As part of our commitment to focusing on our core strengths and driving long-term growth, the Group made the decision to exit the operations of our Solids Control business in the US. The Solids Control business has not met our performance expectations and has faced ongoing challenges in the market. Following a strategic review, it was decided that exiting this business would allow us to reallocate resources to areas with greater potential for growth and profitability. As a result, the business has been classified as held for sale and treated as discontinued operations in the financial statements. Subsequent to the year-end, the Group sold the Solids Control business to the local management team on the 31 January 2025. Further details of the sale are contained under the subsequent events, note 28.

For the continuing operations, the Group delivered for the year revenue of $64.4m and an EBITDA of $18.6m. This compares to $54.1m and $13.6m in 2023. In 2024, the Group saw a small increase in the utilisation of its TCC RotoMill assets from 64% to 66%.

The Group had net assets at 31 December 2024 of $9.1m (2023: $9.3m).

On 8th February 2024, the Group completed a re-financing of its existing facilities through the issue of a new 3 year $62.5m Sustainability Linked Nordic Bond (SNB). The proceeds from the SNB were used to repay the existing Term Loan Facilities amounting to $49.6m, the existing Revolving Credit Facility amounting to $5.4m, existing debt fees of $1.7m and fees associated with the bond process of $3.4m. In addition, the Group successfully agreed and entered into a new Super Senior Revolving Credit Facility (SSRCF) for $10.0m, of which $6.0m is available for Working Capital purposes and $4.0m to be utilised for guarantee facilities.

The Nordic Bond is not repayable until 8th February 2027 and has a coupon of 13%. The Nordic Bond and SSRCF contain certain covenants relating to leverage and liquidity that are required to be met at each quarterly test date, being 31 March, 30 June, 30 September and 31 December. The Group listed the bonds on the Nordic ABM in May 2024.

Review of business (continued)

The general macroeconomic environment remains challenging due to inflationary pressures, high interest rates and a volatile oil price. We continued to see an improvement in trading conditions and activity during the year. The TWMA Group does not have operations or trade in any form in either Ukraine or Russia, therefore the war in Ukraine, along with UK and EU sanctions did not directly or significantly impact the Group. The events in Israel and Gaza have led to increased instability across the Middle East but did not directly or significantly impact the Group. In addition, potential changes in trade policy and relationships are expected to affect global growth over the next six months. Geopolitical instability remains a significant risk in the near term. Following the recent changes to the tariffs in the US, it is not expected that this will have a material impact on the business.

The UK business secured a number of contracts towards the end of 2023 from several clients leading to a high level of activity and utilisation of the RotoMill fleet. In H1 2024, the utilisation was 89%, however this decreased to 25% in H2 2024 as these drilling programmes came to an end. With the new UK Labour Government in July 2024, the rhetoric on oil and gas in the second half of 2024 emphasized a strong commitment to the green transition and the government pledged to ban new oil and gas licences for the North Sea, while existing projects would continue under stricter regulations. Additionally, Labour have increased the ‘Energy Profit Levy’ on oil and gas companies from 75% to 78% and extended it to 2030. Both of these measures have resulted in a marked reduction in both current and planned drilling activity. As a result, the UK Offshore is no longer a key market for TWMA and in line with our previously announced strategy, we continue to deploy a greater number of our RotoMill fleet in other markets. This is in line with our key strategy which is to ensure we maximise utilisation of our RotoMill fleet.

The onshore site in Peterhead continues to perform satisfactorily and has made progress in ensuring that a greater proportion of the drilling waste does not go to landfill. The Group has recently reached an agreement with a third party who will reuse the powder residue that is extracted from the treatment of the drilling waste by the RotoMill technology. This will reduce the amount sent to landfill by at least 25%. The Group continues to explore further opportunities to reduce the percentage of powder sent to landfill.

In Norway, the Group was the incumbent for the cuttings containment for a significant operator. After a brief pause in H1 2024, the drilling programme restarted in Q3 2024. Norway is a key strategic market for the Group’s core technology and in Q3 2024, the Group committed to build a new electric drive RotoMill RX2 specifically to target this market. As one of the largest operators in Norway, this strengthens the Group’s position to win new work with our leading RotoMill technology and additional automated containment units which use TWMA’s XLink system.

In the UAE, drilling operations were carried out on all four islands (at 100% of contract value) on the ‘Upper Zakum’ contract in the UAE. The existing contracts for the ‘Upper Zakum’ islands were extended to the end of April 2024 to allow the current tender process to be concluded and a new contract to be entered into. On 4 June 2024, we received a new Letter of Award and signed a new 1+1 year contract in September 2024. This contract covers our existing operations on ‘Upper Zakum’, as well as the provision of equipment and personnel for skip and ship services for up to ten Jack Up operations. The contract also includes the construction and operation of a major onshore facility requiring two RotoMills. In Q4 2024, the Group received a call off order to supply equipment and personnel on two Jack Ups, with an additional two in Q1 2025. Additionally, the Group also received a call off order for the onshore facility during the same period. Construction of the site will begin in Q1 2025 and it is expected that TWMA will be able to receive the first cuttings for the site in mid Q3 2025 with processing of the drilling waste using our RotoMill technology to start in late Q3 / early Q4 2025.

In addition to the existing ‘Upper Zakum’ contract, the Group was awarded in December 2022 a new 5 year contract with a new client in the UAE valued at over $100m to support the Ghasha Mega Project, the world’s largest sour gas development. The Group will deploy our TCC RotoMill solution, alongside our XLink cloud based real time monitoring technology across four artificial island drilling units to promote efficiency whilst minimising the project’s carbon footprint. To meet the requirements of the contract, the Group will deploy 4 additional TCC RotoMill units on these islands, 3 existing units from the UK and a new build, RX1. To meet this significant growth, which includes an increase in our headcount locally to over 500, the Group expanded and upgraded its UAE headquarters. The first island began operations in April 2023 with the second and third in May 2024 and December 2024 respectively. It is expected the fourth island will begin operations in early Q2 2025. The Region achieved budgeted results for the year.

In Egypt, after a period of low activity since 2020, the Group was successful in a tender with an international operator to remove, recycle and treat the drilling waste for up to 2 drilling rigs. This work commenced in Q2 2024 and will continue through 2025.

Review of business (continued)

The Group's vision is to turn drilling waste into a valuable resource for our clients. The Group provides sustainable solutions which contribute to a good circular economy and a cleaner environment. This is achieved through on-site recycling and reuse of base oil, which contribute to a considerable reduction in the emissions of greenhouse gases. Local processing of drilling waste from the recovery of hydrocarbons eliminates the need for supply vessels to transport cuttings to shore, hence fuel consumption and associated emissions of CO2 and NOx gases are greatly reduced. On average, an oil well results in hundreds of containers with drilling waste, which need to be shipped to shore. By processing on-site, the need for this logistics is removed, and by that the risk of downtime due to weather is reduced, and the overall safety of personnel involved improved.

With an increased focus on climate change, authorities around the world are introducing stricter regulations regarding sustainability and CO2 emissions in order to achieve Net Zero. This will include the impact of the oil and gas industry. The Group introduces technologies and decades of knowledge, which help operators reduce their drilling related emissions. Over the coming years we expect the drilling waste management market will grow, as a result of the world becoming more environmentally conscious.

The Group's goal is to continue to grow over the coming years, by defending dominant markets and existing contracts in the UK North Sea and the Middle East, in parallel with increased focus on winning new work in Norway, the Middle East as described previously and in new emerging markets where regulations are tightening with regards to discharge levels. Product development through automation and remote operations, for example TWMA's XLink cloud based real time monitoring technology, along with the use of 'big data' will be key to secure such expansions.

Key performance indicators (KPIs)

The Group's activities are managed by teams of dedicated people whose performance is monitored by a series of key performance indicators. At the highest level these are based on profitability, including EBITDA, cash, debt and liquidity management. These are commented on in further detail within the Financial Review.

Operationally, the number one priority is the safety of all our people and anyone who may be affected by our work activities. Key performance indicators include lost time injury frequency (LTIF) and are generated and reported against both targets and prior years, both monitoring performance and highlighting to staff the emphasis the Group places on safety. For the year to 31 December 2024, the LTIF was recorded as 0 (2023: 0). The LTIF is stated at a rate per 200,000 person hours worked. The Group is very satisfied that it continues to operate at a high standard of safety and that our employees have been free from an injury which would have resulted in them being unable to work for the last 2 years. The health & safety of our employees is paramount. We have continued to invest in our systems and processes and undertaken additional management training to further develop our safety leadership.

The other operational KPI that the Group closely monitors is the utilisation of its TCC RotoMill assets. For the year to 31 December 2024, the utilisation of these key assets was 66% compared to 64% the previous year. This increase in utilisation represents the increase in drilling activity in our key markets as well as a general movement by our clients to select the drilling waste treatment solution that delivers the lowest level of emissions and cost.

Financial review and dividends

The Group Consolidated Income Statement is shown on page 17 to these financial statements. Revenue from continuing operations in the year was $64.4m (2023: $54.1m) and delivered an operating profit of $5.9m (2023: $5.0m).

The Group monitors capital ratios to comply with external covenants as described at note 20. The terms of the covenants as set out in the Group's borrowing arrangements include the impact of IFRS 16. A reconciliation between operating profit per these financial statements and the measure included in the lending documents and as measured by management is set out below.

	2024 $'000	2023 $'000
Operating profit	5,932	4,969
Add back: loss on disposal of property, plant & equipment	64	329
Add back: depreciation and amortisation	8,878	7,706
EBITDA - statutory	14,874	13,004
Add back: provisions for historic stock obsolescence	-	104
Add back: exceptional items	3,750	511
EBITDA - ongoing operations	18,624	13,619

The underlying earnings before interest, taxation, depreciation and amortisation (EBITDA) of the Group for its continuing operations was $18.6m in 2024 compared to $13.6m in 2023, an increase of $5.0m (36%). During the year the Group experienced an increase in Revenue from a higher utilisation of its RotoMill assets.

No dividends were paid during the year (2023: $nil), and none are proposed to be paid as of the date of this report.

Depreciation and amortisation

Depreciation of the Group's Property, plant and equipment totalled $10.2m (2023: $10.1m) of which $9.5m (2023: $9.3m) related to depreciation of plant and equipment owned by the Group. A further $1.1m (2023: $1.0m) of depreciation was reported on right of use assets. During the year, the Group reached agreement to terminate the long term licence agreement. As a result, the amortisation of intangible assets was higher in the year and amounted to $0.8m (2023: $0.2m).

Finance costs

Finance costs for the Group in the year amounted to $9.0m (2023: $8.9m) and the analysis is shown in note 10 of the financial statements.

Taxation

Note 11 to the financial statements set out the analysis of the Group's tax charge and breakdown of deferred tax respectively along with the Group's effective tax rate. The tax charge on continuing operations in the Consolidated Income Statement has increased from $6k in 2023 to $1.0m in 2024. UK corporation tax on loss for the year relates mainly to expenses not deductible for tax purposes, foreign tax credits, impact of overseas tax rates and deferred tax credits arising in international jurisdictions.

Impairment of Goodwill

As a result of a change in the market and operating conditions of the Solids Control business in the US and the decision to exit the business and seek a buyer, an impairment of Goodwill has been recorded amounting to $8.1m (2023: $15.1m). This has been included within the Loss for the year from discontinued operations (net of tax) in the consolidated income statement and is further described in note 12.

Capital Investment

During the year a total of $15.4m (2023: $14.0m) was invested in fixed assets. Assets with net book value of $1.1m were disposed of in the year (2023: $0.5m), largely relating to plant and machinery.

Borrowings

The bank borrowings outstanding at 31 December 2023 of $51.1m were repaid in the current year.

The Group successfully completed a re-financing of its existing facilities through the issue of a new 3 year $62.5m Sustainability Linked Nordic Bond (SNB). This process was completed on 8 February 2024. The proceeds from this were used to repay the existing Term Loan Facilities amounting to $49.6m, the existing Revolving Credit Facility amounting to $5.4m, existing debt fees of $1.7m and fees associated with the bond process of $3.4m. In addition, the Group has successfully agreed and entered into a new Super Senior Revolving Credit Facility (SSRCF) for $10.0m, of which $6.0m is available for Working Capital purposes and $4.0m to be utilised for guarantee facilities.

The Nordic Bond is not repayable until 8 February 2027 and has a coupon rate of 13%. The Nordic Bond and SSRCF contain certain covenants relating to leverage and liquidity that are required to be met at each quarterly test date, being 31 March, 30 June, 30 September and 31 December. The Group listed the bonds on the Nordic ABM in May 2024.

Group Cashflow and Debt

The Group's Consolidated statement of cash flows is shown on page 22 of these financial statements. The Group's debt movement in the year was as follows:

	2024 $'000	2023 $'000
Net Debt at 1 January	(53,303)	(53,454)
Increase in cash in the year	1,260	911
Increase in borrowings	(60,299)	(6,308)
Non cash in borrowings	(698)	-
Repayment of debt (including asset financing)	52,950	7,531
Held for sale asset financing	2,875	-
Exchange differences	(2,082)	(1,983)
Net Debt at 31 December	(59,297)	(53,303)

Net debt in the Group's lending documents is defined as the excess of the Group's long and short term borrowings over cash, cash equivalent and other deposits including capitalised debt arrangement fees.

	2024 $'000	2023 $'000
Banks Loans-Current (secured)	-	(51,092)
Norwegian Bond	(60,817)	-
Lease Liabilities-Current (secured)	(572)	(914)
Lease Liabilities-Non Current (Secured)	(2,534)	(4,949)
Cash	4,626	3,652
Net Debt at 31 December	(59,297)	(53,303)

At the end of 2024 the Group held unrestricted cash balances of $4.6m plus unutilised available credit facilities of $6.0m.

The deviation between operational cash flow and operating result can be explained by the Group's growth strategy.

The Group's cash flow from operational activities is generally reinvested to continue its future growth efforts. The Group's investments are related to the development of its RotoMill fleet and expansion in the UAE.

Parent Company

The Company Income Statement is shown on page 66 to these financial statements. The Company did not generate revenue during the period and delivered $94k operating loss.

Principal risks and uncertainties

The Board has delegated day to day management of key risks to the key senior managers of the Group. These managers meet with the Board on a quarterly basis to assess current risks and review mitigating actions.

Loss of revenue

The principal economic risk to the Group is loss of revenue resulting from lower than planned operator activity levels. The oil and gas sector is a market driven, cyclical industry where activity is closely correlated with the market prices for oil and gas. Changes in these prices may lead to an increase or decrease in our activity levels. The general macroeconomic environment remains challenging due to inflationary pressures, increasing interest rates and a volatile oil price. The TWMA Group does not have operations or trade in any form in either Ukraine or Russia, therefore the war in Ukraine, along with UK and EU sanctions did not directly or significantly impact the Group. The events in Israel and Gaza have led to increased instability across the Middle East but did not directly or significantly impact the Group. We mitigate the impact of these risks through endeavouring to secure longer term contracts with our clients where possible, together with contractual protection for early termination. Many of our client's own oil and gas assets where the lifting costs are at the lower end of the spectrum and hence are still able to make positive returns even at lower energy prices. Most of our activity is in the eastern hemisphere where the economic cycles have historically been less volatile than in the western hemisphere. Where possible we employ a flexible resourcing model so that we are able to change manning levels as activity changes. Each of our business units has different exposure and sensitivity to changes in energy prices. We operate a governance structure which aims to ensure that potential risks on contracts and projects are identified through review and challenge prior to execution. Our internal commercial and legal processes ensure that deviations to standard contracting principles must have the appropriate review and approval prior to commitment. This, together with robust contract assurance programmes and effective record retention, provides us with the ability to rigorously defend commercial claims as and when they arise. With the revenue of the business being largely generated in the UK, Norway and UAE, the changes to the level of tariffs between the US and other countries is not expected to materially impact the Group.

Environment, social and governance

Oil is an energy source which is going through a period of major change where it will eventually no longer maintain its dominant position and over time will be replaced with alternative energy sources such as gas, hydrogen, nuclear, solar, wave and wind. The political and public awareness focus on this has increased driven by rising concerns around climate change. It is driving public opinion and consumer decision making which is increasingly influencing business and political policy. Over the medium to long term this will mean a reduction in global drilling activity, although it is expected that this will take longer in our core Middle Eastern markets. Investors are now increasingly focusing on a Group’s approach towards policies on Environment, Social and Governance (ESG). There is a strong push from many clients towards environmental sustainability, e.g. reducing carbon footprint, eliminating waste, recycling and alternative energy sources. TWMA is well positioned in this regard and had previously engaged a reputable, objective, third party consulting firm to accurately demonstrate the emission savings from the Group’s core technology compared to traditional skip & ship, bulk transfer, and cuttings re-injection methods as a whole. Following the issue of the Sustainability Linked Nordic Bond, the Group has committed to 3 ESG KPIs as part of the bond which includes increasing the volume of cuttings processed by the Group via the TCC RotoMill by 10% per annum, to increase the number of women in senior roles in the Group to 40% by the end of 2026 and to set a science based target for CO2 emission reductions in line with the 1.5 degree scenario. The progress against these KPIs is reported annually and verified by a third party.

Principal risks and uncertainties (continued)

Note on Corporate Sustainability Reporting Directive (CSRD) Compliance

In accordance with the Corporate Sustainability Reporting Directive (CSRD), the Group is committed to enhancing transparency and accountability in our sustainability practices. This note outlines the preparation of our sustainability report for the fiscal year 2025, to be published in 2026, subject to any changes as proposed by the EU Omnibus and adopted by Norway.

Scope and Requirements: The CSRD mandates comprehensive disclosure of environmental, social, and governance (ESG) impacts. Our report will adhere to the European Sustainability Reporting Standards (ESRS), which include detailed reporting on the following key areas:

1. Environmental Impact:
    - Climate change mitigation and adaptation
    - Biodiversity protection
    - Pollution and waste management
    - Resource use and circular economy practices
2. Social Impact:
    - Employee well-being and diversity
    - Human rights and community engagement
    - Health and safety standards
3. Governance:
    - Anti-corruption and bribery measures
    - Board diversity and structure
    - Ethical business practices

Double Materiality: Our reporting will follow the principle of double materiality, addressing both the impact of our activities on the environment and society (inside-out perspective) and the impact of environmental and social factors on our business (outside-in perspective).

Data Collection and Assurance: We will collect data across all relevant ESG metrics, ensuring accuracy and completeness. This data will be subject to third-party assurance to verify its reliability and compliance with CSRD requirements.

Digital Reporting: The report will be prepared in the European Single Electronic Format (ESEF), facilitating digital access and comparability.

Note on Corporate Sustainability Reporting Directive (CSRD) Compliance (continued)

Timeline:

- 2025: Data collection and internal review
- 2026: Third-party assurance and publication of the sustainability report

Conclusion: By adhering to the CSRD, we aim to provide stakeholders with transparent and comprehensive information on our sustainability performance, aligning with the EU's Green Deal objectives and contributing to a sustainable future.

Principal risks and uncertainties (continued)

Health, safety, environment and quality

The Group develops solutions for the safe and efficient transfer, store and processing of drilling waste, slops and other associated materials generated from drilling operations. Our specialist teams ensure clients domestically and internationally meet and exceed the demands of local legislation whilst generating significant commercial, environmental and safety benefits. The Group continually strives for exceptional execution which, to us, means setting the highest bar for safe and ethical delivery. We believe that maintaining an uncompromising focus on Health, Safety, Environment and Quality is imperative to sustainable success and that there is nothing so important that we cannot do this in a safe and ethical way. The Group will never compromise our efforts to protect our people, the environment, and the communities in which we live and work. The Group has a detailed checklist of issues and considerations that are reviewed before entry into new territories or business arrangements. This is used to assess the overall risk considering the economic benefits.

Competition

Competition remains a threat, both in terms of alternative methods of processing and directly competing technology. With regard to the former, thermal processing appears to be the primary solution of choice with regard to offshore processing and there does not appear to be any alternative gaining notable market share. Emerging trends in this area are constantly monitored in each or our key markets.

Employees

All of the services and operations which we perform require a diverse highly skilled and well-trained work force to provide the front-line services, as well as to support the fundamental business processes and control mechanisms. Across the oil and gas industry generally there has been an aging of the workforce which has been compounded in recent years by the negative view of the oil and gas industry and a large reduction in the number of new recruits entering the sector. Continued access to a diverse pipeline of talent to be able to provide skilled staff and future management resources for the Group are critical.

During 2024, the Group has continued to see an increased focus on nationalisation in several of the markets in which we operate. The business must also position itself to source and deploy the right skills and experience to support operational growth as we target opportunities in the energy transition space.

Over the past few years, the Group has invested significantly in enhancing our processes and systems around human resources. We seek to provide our staff with a dynamic and supportive work environment and to remunerate them fairly in each of the markets in which we operate. Where the employees have the appropriate skills, ability and desire to progress we have put in place the necessary management tools to help them pursue their career ambitions with TWMA Group. We have succession planning tools to assist in identifying and developing a diverse future talent pool and to help to ensure that we have the appropriate management resources to lead the Group in the future.

The safety of our employees and other people involved with or near our operations is the Group’s key priority. Focus on safe systems of work is an ongoing requirement for every employee which is emphasised by the maintenance and monitoring of training and competency matrices across all businesses.

Political, legal and cultural risks

As the Group increasingly works in new foreign territories political, legal and cultural risks will increase and vary. The Group has a detailed checklist of issues and considerations that are reviewed before entry into new territories. This is used to assess the overall risk in light of the economic benefits. Violation of anti-corruption laws may result in criminal and civil sanctions and could subject us to other liabilities in the UK, the US and elsewhere. Legislation in the areas of ethics, bribery and tax evasion continue to evolve and place increasing responsibility on businesses to behave to a very high standard supported by the appropriate processes, controls and other safeguards.

We have developed an ethics and compliance programme which is supported by policies and procedures designed to assist our compliance with applicable laws and regulations and have trained our employees to comply with such laws and regulations. We have enshrined business integrity as one of our Core Values and foster a compliance culture within our operations. We have put in place appropriate assurance processes to monitor compliance and seek to continuously improve our systems of internal controls and to remedy any weaknesses.

Principal risks and uncertainties (continued)

Customers/contracts

Although many of our customers have historically been blue chip international oil companies, we also work for National Oil Companies, as well as independent operators. Because of the significant capital expenditure requirements for our clients to develop oil and gas assets, and the cyclical nature of commodity prices, some of our clients can become financially distressed. In some markets, particularly those where we may have a low level of activity or only a single operating unit, it can be difficult to consistently make acceptable levels of return. The Group continually monitors the performance of each contract and where necessary will seek to increase rates, reduce costs or to exit a country/contract if possible to minimise any potential financial exposure.

Financing

The Group had borrowings amounting to $64.4m at the year-end (2023: $54.7m). The principal borrowing relates to a Nordic Bond amounting to $62.5m at fixed rate of 13% repayable on 8th February 2027. The Nordic Bond is subject to certain covenants within the bond agreement which the Group had to adhere to. These are measured each quarter. The Group regularly updates its forecasts and monitors it's cashflow carefully ensuring that it has significant visibility of being able to meet these covenants.

Cyber security

Cyber security risk has been increasing over recent years due to the increasing prevalence of cyber-attacks around the world. The Group continues to implement and enhance our environment to minimise the potential of such an attack occurring. We engage with third parties to strengthen our IT environment both from a security point of view as well as business recovery planning. Additional security software was purchased and implemented as well as rolling out training to staff in this area. Our operations continue to be increasingly dependent upon various IT systems, especially with an increased number of employees working from home. Threats to IT systems associated with cyber security risks continue to grow and evolve including targeted attacks through viruses, malware, phishing as well as potentially by employees within our network.

An increased area of interest and risk is the requirement to make key rig control systems remotely accessible and therefore a potentially bigger target for malicious activities with larger impacts (e.g. financial, reputational, environmental and safety). The risks associated with cyber security include the loss of revenue, key back office systems, penalties for loss of sensitive personnel and customer data, as well as a potential loss or misappropriation of funds, damage to our reputation and potential for litigation.

Financial risk management

The Group’s operations expose it to a variety of financial risks that include the effects of foreign currency, credit, liquidity and interest rate and cash flow.

Foreign currency risk

The Group is exposed to foreign currency risk on the settlement of non-US Dollar denominated balances and on the translation on consolidation of overseas subsidiaries. The Group manages settlement risk by transacting predominantly in US Dollars and Sterling which have historically been stable currencies and also matching foreign currency receipts and payments whenever possible. During 2024, the Group monitored its ongoing exposure to foreign currency translation risk from foreign currency denominated subsidiary undertakings and has where appropriate mitigated the risk through the actions described above.

Credit risk

We seek to mitigate credit risk through continuous monitoring of exposures to individual clients as well as overall exposure to particular geographies. Financial credit checks are required to be performed on new clients prior to tendering submissions and where possible we will seek payments in advance of services or protection via bank guarantees and similar mechanisms. We have robust escalation processes to chase overdue accounts including regular reviews with our senior management team. In some cases, we are able to leverage our position to push for the release of payments but where this is not possible early and robust legal processes are used to accelerate a conclusion to the process. Negotiating power can be limited once a contract has ended. We are also sometimes approached by customers for extended credit terms which we negotiate in order to obtain an acceptable resolution.

Liquidity risk

The Group actively maintains a mixture of long-term and short-term debt finance that is designed to ensure the Group has sufficient available funds for current and planned operations. The Group refinanced its debt in 2024 which is described on page 50.

Financial risk management (continued)

Interest rate and cash flow risk

The Group actively monitors its interest rate risk exposure. All of the Group's borrowings in 2024 were principally at fixed interest rates, and the Group has in the past used floating to fixed interest rate swaps to achieve the right mix of fixed and floating interest rate borrowings if required.

Financial risk management objectives and policies

The Group's principal financial assets are bank balances and cash, trade and other receivables and investments. The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the Consolidated Statement of Financial Position are net of provisions for impairment. Provisions for impairment are determined by measuring expected credit losses of the financial assets held.

The credit risk on liquid funds is limited because the counterparty is a bank with high credit ratings assigned by international credit rating agencies. The Group monitors its credit risk closely with its exposure spread over a number of companies who have a good credit history and maintain high credit ratings.

In order to maintain liquidity to ensure that sufficient funds are available for on-going operations and future developments, the Company is party to Group funding arrangements and uses a mixture of long-term and short-term finance.

Future developments

In respect of 2025, following the increase in activity in the UAE and Norway and the successful win of further work in the UAE, together with the decreased activity in the UK North Sea, the Group expects to redeploy its TCC RotoMill fleet in these locations to increase the utilisation of its fleet. The Group is ensuring that the business retains contracts, manages its cost base and wins new work where possible.

In addition to the recent impacts of the oil price, the market is being influenced by climate change and the target of 'net carbon zero'. We believe that the Group is well placed to support and deliver improvements in both the waste that is recycled and a significant reduction in the amount of carbon dioxide produced using our TCC RotoMill Thermal Technology in the treatment of drilling waste. The Group is pursuing a number of opportunities in Norway, UK, the UAE and the US. The Group considers that with its drilling waste specialist knowledge and leading technology it is well placed to deliver profitable growth in these markets.

Research and development

The Group is continuously looking at developing new and improved products with the aim of remaining competitive in the marketplace and providing clients with a high level of service. Our dedicated team is currently developing a product which will allow the processing of sludges offshore, thus reducing the amount to be brought back onshore for treatment and disposal.

Corporate governance

The Group strives to maintain the highest standards in corporate governance and bases its actions on the principles of openness, integrity and accountability. See the 'Engagement with suppliers, customers and others' section of the Director report for further details.

Disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment within the Group continues and that the appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Employees

The Group is committed to employment policies, which follow best practice, based on equal opportunities for all employees, irrespective of sex, race, colour, disability or marital status. The Group gives full and fair consideration to applications for employment for disabled persons, having regard to their particular aptitudes and abilities. Appropriate arrangements are made for the continued employment and training, career development and promotion of disabled persons employed by the Group. If members of staff become disabled the Group continues employment, either in the same or an alternative position, with appropriate retraining being given if necessary.

The Group systematically provides employees with information on matters of concern to them, consulting them or their representatives regularly, so that their views can be taken into account when making decisions that are likely to affect their interest. To this end, the Group conducts a quarterly Business Update for all employees across the world at which senior management present current issues affecting the business and employees are given the opportunity to ask any pertinent questions during, or subsequent to, the meeting, either directly or via an online Q&A forum. Employee involvement in the Group is encouraged, as achieving a common awareness on the part of all employees of the financial and economic factors affecting the Group plays a major role in achieving its objectives.

Environment

The Group recognises the importance of its environmental responsibilities. As the principal activities of the Group are waste disposal the Directors are aware of the need to comply with environmental regulations and has strict monitoring and testing systems in place to achieve this. The Group is in the process of collating and measuring environmental data in relation to its business activities in order to meet the Streamlined Energy and Carbon Regulations (SECR) reporting requirements, where practical this information will be presented in future periods.

The Group has recently engaged a reputable, objective, third party consulting firm to accurately demonstrate the emission savings from the Group’s core technology compared to traditional skip & ship, bulk transfer, and cuttings re-injection methods as a whole. The Group has issued a new Sustainability Linked Nordic Bond. The Group has committed to 3 ESG KPIs as part of the bond which includes increasing the volume of cuttings processed by the Group via the TCC RotoMill by 10% per annum, to increase the number of women in senior roles in the Group to 40% by the end of 2026 and to set a science based target for CO2 emission reductions in line with the 1.5 degree scenario. The progress against these KPIs will be reported annually and verified by a third party.

Charitable and political donations

There were no charitable or political donations paid during the current or prior year.

Streamlined energy and carbon reporting

The Group has not disclosed its UK GHG emissions due to the fact that neither Parent Company nor its UK subsidiaries are defined as large companies under the Companies Act 2006.

Branches outside of Norway

The Group has a branch that operates in UAE under the subsidiary of TWMA Group Ltd, TWMA Middle East Limited.

Liability insurance

The Group has Directors and Officers' liability insurance that cover Directors and executive management. The coverage's total limit is £5.0m (equivalent to $6.3m).

The working environment and the employees

The group’s sick leave was 1,954 days in 2024 (1,396 days in 2023), which amounted to 1.13% of total working hours (2023: 1.50%). TWMA have remained LTI free (No lost time from work) since July 2021, which is over 1,300 days. We have a strong safety culture and are constantly working on getting this better. We only work with clients that share our safety ethos and share our drive for constant improvement. Our system is backed up by our ISO 18001 certified management system.

Transparency Act

The Company accepts the Transparency Act's purpose to ensure respect for human rights and decent working conditions throughout the Company's value chain. We will ensure the publics access to this information. We work actively on assessment to consider risk and negative impact including actions on these matters. We will issue our report according to the law by 30 June 2025 on our internet page www.twma.com.

Going concern

The Company's Directors have assessed the Group's and the Company's financial position for a period of not less than 12 months from the date of approval of the full year results.

The forecast base case model prepared by the Group suggests that it will have sufficient headroom in respect of the leverage and liquidity covenant through the next 12 months. Whilst the Group is forecasting an increase in EBITDA and to pass all relevant covenants, if a significant change in the forecast activity occurs which impacts the forecasted EBITDA, then a covenant breach is possible which could result in the bond holders taking action to recall its debt.

The key assumptions used by the Group in calculating its base case forecast model were as follows:

- Forecast TCC RotoMill utilisation of 78% based on anticipated activity levels over H2 2025 and H1 2026;
- Forecast Gross Margins for customers based on current contractual terms and future expectations;
- Increase to administrative expenses of 2.5% in line with business growth and inflationary pressures.

As at the end of March 2025, the Group had available liquidity of $7.3m. The Group had net current assets as at 31 December 2024 of $8.7m (2023: $61.5m net current liabilities) and the Company had net current assets as at 31 December 2024 of $61.5m.

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company and the Group have adequate resources to continue in operating existence for the foreseeable future. Therefore, the Directors have continued to adopt the going concern basis of accounting in preparing the financial statements.

Subsequent events

As part of our commitment to focusing on our core strengths and driving long-term growth, the Group made the decision to exit the operations of our Solids Control business in the US. The Solids Control business has not met our performance expectations and has faced ongoing challenges in the market and following a Strategic review it was decided that exiting this business would allow the us to reallocate resources to areas with greater potential for growth and profitability. As a result, the business has been classified as held for sale and treated as a discontinued operation in the financial statements.

On 31 January 2025, the Group sold its entire shareholding in Dynamics Oilfield Services LLC ("Dynamics") to a company owned by a related party being the local Operations Manager of Dynamics who, at the date of disposal, held a position with responsibility for planning, directing and controlling the operations of Dynamics. The consideration paid by the Group to Dynamics was $200k which was deemed to be a fair value for the net assets and liabilities of the disposed entity.

On 6 February 2025, the Company's Ultimate Parent Company purchased 1,512 of its "C" Ordinary shares back from the same related party at a cost of $1.

There are no other material events that have occurred subsequently to the balance sheet date to the date of approval of these financial statements that affect the reported financial position at 31 December 2024.

TWMA FINANCE AS

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

Statement of directors' responsibilities
The Directors are responsible for preparing the Annual report and the financial statements in accordance with applicable law and regulations.

The Norwegian Private and Public Limited Liability Acts requires the Directors to prepare financial statements for each financial year. Under that law Directors have elected to prepare the Group and Parent Company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU). Under the Norwegian Private and Public Limited Liability Acts the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, International Accounting Standard 1 requires that Directors:
- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Norwegian Private and Public Limited Liability Acts. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Board of Directors of TWMA Finance AS

....	....
Halle Aslaksen	**Mark Walker**
Chairman	**Board Member**

30 April 2025

TWMA FINANCE AS

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TWMA FINANCE AS

Opinion

We have audited the financial statements of TWMA Finance AS, which comprise:

- the financial statements of the Parent Company TWMA Finance AS (the Company), which comprise the Statement of financial position as at 31 December 2024, Income statement, Statement of comprehensive income, Statement of changes in equity, Statement of cash flows and notes to the financial statements, including material accounting policy information,
- the consolidated financial statements of TWMA Finance AS and its subsidiaries (the Group), which comprise the Statement of financial position as at 31 December 2024, Income statement, Statement of comprehensive income, Statement of changes in equity, Statement of cash flows and notes to the financial statements, including material accounting policy information.

In our opinion:

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company and the Group as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), 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.

Other matters

The consolidated financial statements for the previous period have not been audited and the consolidated comparative figures have therefore not been subject to audit. We refer to the section 1.2 Basis of consolidation in Note 1. This matter does not affect our opinion on the consolidated financial statements.

Other information

The Board of Directors (management) is responsible for the information in the Board of Directors’ report. Our opinion on the financial statements does not cover the information in the Board of Directors’ report.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors’ report. The purpose is to consider if there is material inconsistency between the Board of Directors’ report and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors’ report otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors’ report. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors’ report:

- is consistent with the financial statements, and
- contains the information required by applicable statutory requirements.

Responsibilities of Management for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the EU, and for such internal control as management determines 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, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or the Group or to cease operations, or has 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We 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 Company's and 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 management'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 Company's and 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 and the Group 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 in a manner that achieves a true and fair view.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors 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.

Stavanger, 30 April 2025
Deloitte AS

Arnstein Antonsen
State Authorised Public Accountant

TWMA FINANCE AS

GROUP INCOME STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2024

Continuing operations	Notes	2024 $'000	2023 (Unaudited) $'000
Revenue	**4**	64,434	54,077
Cost of sales		(29,421)	(26,020)
Gross profit		35,013	28,057
Administrative expenses		(29,081)	(23,088)
Operating profit		5,932	4,969
Fair value gains	**20**	211	-
Gains/(losses) on revaluation		266	(727)
Finance income	**9**	128	64
Finance costs	**10**	(9,011)	(8,902)
Loss before taxation on continuing operations		(2,474)	(4,596)
Tax on loss of continuing operations	**11**	(1,041)	(6)
Loss after taxation on continuing operations	**5**	(3,515)	(4,602)
Loss for the year from discontinued operations (net of tax)	**25**	(16,221)	(18,698)
Loss for the financial year		(19,736)	(23,300)

TWMA FINANCE AS

GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

	2024 $'000	2023 (Unaudited) $'000
Loss for the financial year	(19,736)	(23,300)
Other comprehensive (expense)/income:		
Items that may be subsequently reclassified to profit or loss:		
Currency translation differences:		
Effect of change in presentation currency	-	(6,416)
Currency translation (loss)/gain reclassified to profit or loss	(571)	8,874
Total other comprehensive (expense)/income	(571)	2,458
Total comprehensive loss for the financial year	(20,307)	(20,842)

Total comprehensive loss for the year is all attributable to the owners of the Parent Company.

The notes on page 23 to 65 form part of these Group financial statements.

TWMA FINANCE AS

GROUP STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

	Notes	As at 31 December 2024 $'000	As at 31 December 2023 (Unaudited) $'000
Non-current assets			
Goodwill	**12**	23,659	32,077
Other intangible assets	**13**	-	769
Property, plant and equipment	**14**	39,891	42,701
Right-of-use assets	**15**	2,850	3,989
Derivative financial instruments	**20**	909	-
Total non-current assets		67,309	79,536
Current assets			
Inventories	**17**	3,730	3,559
Trade and other receivables	**18**	20,526	18,034
Cash and cash equivalents		4,626	3,652
Assets held for sale	**25**	4,412	-
Total current assets		33,294	25,245
Total assets		100,603	104,781
Current liabilities			
Trade and other payables	**19**	18,697	34,691
Tax liabilities		1,041	50
Borrowings	**20**	-	51,092
Lease liabilities	**21**	572	914
Liabilities relating to assets classified as held for sale	**25**	4,333	-
Total current liabilities		24,643	86,747
Non-current liabilities			
Borrowings	**20**	64,373	3,602
Lease liabilities	**21**	2,534	4,949
Total non-current liabilities		66,907	8,551
Provision for liabilities			
Deferred tax liabilities	**22**	-	199
Total liabilities		91,550	95,497
Net assets		9,053	9,284

TWMA FINANCE AS

GROUP STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 31 DECEMBER 2024

		As at 31 December 2024	As at 31 December 2023 (Unaudited)
Equity			
Called up share capital	**23**	71	3
Capital contribution reserve	**24**	20,076	-
Merger reserve	**24**	65,446	65,514
Foreign currency translation reserve	**24**	5,529	6,100
Accumulated losses	**24**	(82,069)	(62,333)
Total equity		9,053	9,284

The notes on page 23 to 65 form part of these Group financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 30 April 2025 and are signed on its behalf by:

Halle Aslaksen
Chairman

Mark Walker
Board member

GROUP STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

	Notes	Called up share capital $'000	Capital contribution reserve $'000	Merger reserve $'000	Foreign currency translation reserve $'000	Accumulated losses $'000	Total $'000
Balance at 1 January 2023 (Unaudited)		-	-	65,517	3,642	(39,033)	30,126
Year ended 31 December 2023 (Unaudited):							
Loss for the year		-	-	-	-	(23,300)	(23,300)
Other comprehensive income:							
Currency translation differences		-	-	-	(6,416)	-	(6,416)
Other comprehensive income		-	-	-	8,874	-	8,874
Total comprehensive loss		-	-	-	2,458	(23,300)	(20,842)
Transactions with owners:							
Issue of share capital	**23**	3	-	(3)	-	-	-
Balance at 31 December 2023 (Unaudited)		3	-	65,514	6,100	(62,333)	9,284
Year ended 31 December 2024:							
Loss for the year		-	-	-	-	(19,736)	(19,736)
Other comprehensive loss:							
Other comprehensive expense		-	-	-	(571)	-	(571)
Total comprehensive loss		-	-	-	(571)	(19,736)	(20,307)
Transactions with owners:							
Issue of share capital	**23**	68	-	(68)	-	-	-
Capitalisation of debt		-	20,076	-	-	-	20,076
Balance at 31 December 2024		71	20,076	65,446	5,529	(82,069)	9,053

TWMA FINANCE AS

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

	Notes	2024 $'000	2023 (Unaudited) $'000
Net cash inflow from operating activities	**26**	14,581	13,346
Investing activities			
Purchase of property, plant and equipment		(14,279)	(13,209)
Proceeds from disposal of property, plant and equipment		368	216
Net cash used in investing activities		(13,911)	(12,993)
Cash flows from financing activities			
Proceeds from issue of shares		-	8,687
Proceeds from borrowings		60,299	5,317
Repayment of borrowings		(51,125)	(6,131)
Interest paid		(6,815)	(5,916)
Interest received		56	1
Repayment of lease liabilities		(1,825)	(1,400)
Net cash generated from financing activities		590	558
Net increase in cash and cash equivalents		1,260	911
Cash and cash equivalents at beginning of year		3,652	2,741
Effect of foreign exchange rates		(41)	-
Cash and cash equivalents at end of year		4,871	3,652
Cash held for sale	**25**	(245)	-
Total cash and cash equivalents at end of year		4,626	3,652
Relating to:			
Cash at bank and in hand		4,497	3,529
Deposits		129	123

1 Accounting policies

Company information

TWMA Finance AS (the "Company") is a private company limited by shares incorporated in Norway. The registered office is Jåttåvågveien 7B, 2nd Floor, 4020 Stavanger, Norway. The Company's principal activities and nature of its operations are disclosed in the Directors' report.

1.1 Accounting convention

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

The financial statements are prepared in USD, which is the currency of the primary economic environment in which the Group operates, and are rounded to the nearest $'000.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Basis of consolidation

The consolidated Group financial statements consist of the financial statements of the Parent Company TWMA Finance AS together with all entities controlled by the Parent Company (its subsidiaries), all of which have coterminous year ends.

The consolidated financial statements have been prepared in accordance with International Accounting Standards in conformity International Financial Reporting Standards adopted by the European Union. The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2024.

The Group applied the principles of merger accounting in consolidating the results as TWMA Finance AS was only incorporated on 1 August 2023 and control of BP Inv3 Midco Ltd was acquired by TWMA Finance AS via share for share exchange on 6 February 2024. Merger accounting requires that the results of the Group are presented as if the Group has always been in its present form and does not require re-evaluation of fair values as at the point of acquisition. Accordingly, as a result of this merger accounting a merger reserve is recognised within equity which represents the difference between the nominal value of the shares issued and the equity recognised by the acquired Group as at 6 February 2024. As this is the first time the consolidated financial statements of TWMA Finance AS have been prepared, the comparative amounts included in this set of financial statements are unaudited.

The consolidated financial statements have been prepared under the historical cost convention as modified by financial instruments recognised at fair value.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed further in note 3.

The Group financial statements are the result of the consolidation of the financial statements of the Group's subsidiary undertakings (“subsidiaries") from the date of acquisition, or when control is transferred to the Group, up until the date of disposal, or cessation of control, as appropriate. Subsidiaries are all entities (including structured entities) over which the Group has control.

The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are entities over which the Group has the power to govern the financial and operating policies and generally accompany a shareholding of more than one half of the voting rights. Transactions between Group subsidiaries are eliminated. All Group companies apply the accounting policies of the Group and prepare financial statements to 31 December.

1 Accounting policies **(Continued)**

1.3 Going concern

The Company's Directors have assessed the Group's and the Company's financial position for a period of not less than 12 months from the date of approval of the full year results.

The forecast base case model prepared by the Group suggests that it will have sufficient headroom in respect of the leverage and liquidity covenant through the next 12 months. Whilst the Group is forecasting an increase in EBITDA and to pass all relevant covenants, if a significant change in the forecast activity occurs which impacts the forecasted EBITDA, then a covenant breach is possible which could result in the bond holders taking action to recall its debt.

The key assumptions used by the Group in calculating its base case forecast model were as follows:

- Forecast TCC RotoMill utilisation of 78% based on anticipated activity levels over H2 2025 and H1 2026;
- Forecast Gross Margins for customers based on current contractual terms and future expectations;
- Increase to administrative expenses of 2.5% in line with business growth and inflationary pressures.

As at the end of March 2025, the Group had available liquidity of $7.3m. The Group had net current assets as at 31 December 2024 of $8.7m (2023: $61.5m net current liabilities) and the Company had net current assets as at 31 December 2024 of $61.5m.

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company and the Group have adequate resources to continue in operating existence for the foreseeable future. Therefore, the Directors have continued to adopt the going concern basis of accounting in preparing the financial statements.

1.4 Revenue

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

The Group recognises revenue from the following major sources:

Processing of source, typically offshore on a customer's rig, platform or drillship, and revenue generated from rental of people and equipment: The Group provides a service of processing of drilling waste, slops and other associated materials generated from drilling operations by providing people and equipment to the customer at a pre-determined rate for a number of days. Such services are recognised as a performance obligation satisfied over time. Revenue is recognised for these services based on the number of days on hire. Payment for these services is not due from the customer until the services are complete and therefore accrued revenue is recognised over the period in which the services are performed representing the entity's right to consideration for the services performed to date.

1 Accounting policies **(Continued)**

1.4 Revenue (continued)

Onshore processing at fixed facility of customers drilling waste, and revenue is generated by tonnage processed: Drilling waste is filled into the drill cuttings bins using various equipment configurations depending on project-specific requirements. The bins are then transferred via boat from drilling rigs to a specialist onshore processing facility. Such services are recognised as a performance obligation satisfied over time. The transaction price allocated to these services is recognised as deferred revenue at the time of the initial sales transaction and is released based on the tonnage processed.

Sale of oil resulting from the above processes: For sales of oil from the above processes, revenue is recognised when control of the goods has transferred, being at the point the customer purchases the goods at the processing facility. At this point in time, the revenue is recognised by the Group as the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

The Group enters into revenue contracts when there is a legally enforceable agreement that outlines the rights and obligations of both parties. Contracts must have commercial substance and be approved by all parties involved.

The transaction price is determined based on the amount of consideration the Group expects to be entitled to in exchange for transferring promised goods or services to the customer. This includes fixed and variable consideration, adjusted for any significant financing component.

Variable consideration includes rates based on utilisation of assets and personnel who directly operate on the project or contract for the customer. The estimated amount of variable consideration is included in the transaction price only to the extent that is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

1.5 Finance Income

Interest is recognised when incurred. It includes bank interest received as well as an interest recognised by the Parent Company, which relates to inter-company balances and is based on signed agreement rates.

1.6 Finance costs

All other finance costs are recognised in profit or loss in the period in which they are incurred.

1.7 Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary acquired, in the case of a bargain purchase, the difference is recognised directly in the income statement.

Goodwill is initially recognised and measured as set out above. Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period. On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

1 Accounting policies **(Continued)**

1.8 Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives and is recorded in administrative expenses. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Licences

Licences are measured initially at purchase cost and are amortised on a straight-line basis over their estimated useful lives.

Early termination of licences is accounted for as a change in accounting estimate, therefore accelerated amortisation is recognised in the year the licence is terminated.

1.9 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses. Depreciation is provided to write off cost less the estimated residual value of property, plant and equipment by equal annual instalments over their estimated useful economic lives as follows:

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Land and buildings	50 years straight line
Fixtures and fittings	5 years straight line
Plant and equipment	7-10 years straight line
Motor vehicles	1-5 years straight line

Freehold land is not depreciated. Assets under construction are not depreciated until the asset is ready for use, and transferred to the appropriate asset category. The Group determines the fair value of its long-term lease building using the level 2 method of valuation under IFRS 13.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if its carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Administrative expenses' in the income statement.

1 Accounting policies **(Continued)**

1.10 Assets held for sale

Non-current assets and disposal Groups are classified as held for sale when:

- They are available for immediate sale;
- Management is committed to a plan to sell;
- It is unlikely that significant changes to the plan will be made or that the plan will be withdrawn;
- An active programme to locate a buyer has been initiated;
- The asset or disposal Group is being marketed at a reasonable price in relation to its fair value; and
- A sale is expected to complete within 12 months from the date of classification.

Non-current assets and disposal Groups classified as held for sale are measured at the lower of:

- Their carrying amount immediately prior to being classified as held for sale in accordance with the Group's accounting policy; and
- Fair value less costs of disposal.

Following their classification as held for sale, non-current assets (including those in a disposal Group) are not depreciated.

The results of operations disposed during the year are included in the consolidated statement of comprehensive income up to the date of disposal. A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with a view to resale, that has been disposed of, has been abandoned or that meets the criteria to be classified as held for sale.

Discontinued operations are presented in the consolidated statement of comprehensive income as a single line which comprises the post-tax profit or loss of the discontinued operation along with the post-tax gain or loss recognised on the re-measurement to fair value less costs to sell or on disposal of assets or disposal Groups constituting discontinued operations.

1.11 Investments

Investments held as non-current assets are shown at cost less provision for impairment.

1.12 Impairment of non-financial assets

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are Grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). Prior impairments of non- financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

1.13 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads. Cost is calculated using the weighted average method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

1 Accounting policies **(Continued)**

1.14 Assets and disposal Groups held for sale

Assets (and disposal Groups) classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Assets and disposal Groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal Group) is available for immediate sale in its present condition. Management must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

1.15 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks and other short-term liquid investments with original maturities of three months or less.

1.16 Financial assets

Classification

The Group classifies its financial assets in the following categories: at amortised cost, fair value through other comprehensive income, or fair value through profit or loss. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months, otherwise they are classified as non-current.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and other receivables excluding prepayment' and 'cash and cash equivalents' in the statement of financial position.

1 Accounting policies **(Continued)**

1.16 Financial assets (continued)

Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade-date: the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the income statement within "Other (losses)/gains – net' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the Group's right to receive payments is established.

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as 'Gains and losses from investment securities'. Interest on available-for-sale securities calculated using the effective interest method is recognised in the income statement as part of finance income.

Impairment of financial assets

In relation to the impairment of financial assets, IFRS 9 prescribes that an expected credit loss model should be used to measure the impairment of financial assets. The expected credit loss model requires the Group to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets recognised.

In particular, IFRS 9 requires the Group to measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses (ECL) if the credit risk on that financial instrument has increased significantly since initial recognition, or if the financial instrument is a purchased or originated credit-impaired financial asset. However, if the credit risk on a financial instrument has not increased significantly since initial recognition (except for a purchased or originated credit-impaired financial asset), the Group is required to measure the loss allowance for that financial instrument at an amount equal to 12-months ECL. IFRS 9 also requires a simplified approach for measuring the loss allowance at an amount equal to lifetime ECL for trade debtors and contract assets in certain circumstances.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

1 Accounting policies **(Continued)**

1.17 Financial liabilities and equity instruments

Classification as debt or equity
Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities
Financial liabilities are classified as measured at amortised cost or FVPL. A financial liability is classified as at FVPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

The Group's Sustainability Linked Nordic Bond (SLB) is accounted for as a hybrid instrument with a non-derivative host contract and an embedded derivative. The embedded derivative relates to the early repayment option within the bond, therefore potentially causing some of the cashflows of the instrument to vary according to interest rates. At inception, the host debt contract was measured at the issue price adjusted for a proportion of the transaction costs and the inception fair value of the embedded derivative. The host debt contract is subsequently measured at amortised cost. The embedded derivative is measured at fair value using a Monte Carlo simulation to estimate the risk free rate at potential exercise dates, to which a credit spread is then applied to determine expected future interest rates. This is then applied to future potential cash flows which would occur on a refinancing due to early repayment and compared to the present value of the future cash flows of the SNB. A probability weighting is then applied to various scenarios to determine the fair value of the derivative. This is a Level 3 fair value measurement. Gains or losses on the remeasurement of the fair value of the embedded derivative are recognised through the profit or loss.

Further details on the SLB are discussed in note 20.

Derecognition of financial liabilities
The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

1 Accounting policies **(Continued)**

1.18 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Tax losses are surrendered or claimed in the form of Group relief with consideration being received or paid accordingly. The Group relief amount is recorded separately within the receivables and payables amounts in the balance sheet as applicable, and is calculated by applying the tax rate enacted or substantially enacted at the balance sheet date to the income statement amount.

1.19 Retirement benefits

The Company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the Company to the funds in respect of the year. Assets are held in a separately administered scheme.

1 Accounting policies (Continued)

1.20 Leases

Lease identification
At inception of a contract, the Group shall assess whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Right of use asset (ROUA)
At the commencement date, the right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the Group to dismantle and remove the underlying asset or restore the underlying asset or the site on which it is located.

The right of use asset is depreciated on a straight line basis over the shorter of the estimated useful life of the asset or the lease term. In addition, the right of use asset is periodically reduced by impairment losses, if applicable, and adjusted for certain remeasurements of the lease liability.

Lease liability
At the commencement date of the lease, the lease liability is initially measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid by the Group under residual value guarantees. The lease payments also include the exercise price of a purchase option if the Group is reasonably certain to exercise that option. Payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate the lease, are also included.

The lease liability is measured by increasing the carrying amount to reflect the interest on the lease liability and reducing the carrying amount to reflect the lease payments made. The carrying value is re-measured when there is a change in future lease payments arising from the effective date of a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

Short-term leases and leases of low-value assets
The Group applies the short-term lease recognition exemption to selected leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option and where it is not reasonably certain that the lease term will be extended. It also applies the low-value assets recognition exemption to leases of assets of low value based on the value of the asset when it is new, regardless of the age of the asset being leased. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

1 Accounting policies **(Continued)**

1.21 Foreign exchange

Functional and presentation currency
The presentational currency of the Group and the Company is USD.

The year end rate at 31 December 2024 was NOK 11.35/$1 (2023: NOK 10.17/$1).

Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'administrative expenses'.

Group companies
The results and financial position of all Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

a. assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

b. income and expenses for each income statement are translated at average exchange rates; and

c. all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

1.22 Fair value measurement

A number of the Group’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The fair value measurement of the Group’s financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the ‘fair value hierarchy’):

Level 1: Quoted prices in active markets for identical items (unadjusted)
Level 2: Observable direct or indirect inputs other than Level 1 inputs
Level 3: Unobservable inputs (i.e. not derived from market data)

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. The Group measures the following financial instruments at fair value, all considered to be Level 3 measurements: Derivative element of the Sustainability Linked Nordic Bond (note 20).

A description of the valuation technique and a reconciliation of the opening and closing values is provided in the respective notes listed above.

1.23 Capital instruments

The appropriate treatment of share capital as debt or equity is considered by assessing the rights attached to the shares. Where dividends are paid on equity shares, the amounts are transferred directly from reserves and disclosed only in the note to the financial statements.

1 Accounting policies **(Continued)**

1.24 Research and development expenditure

Development costs are initially capitalised within assets under construction upon determination that such costs will enhance the economic benefits of the Group's asset base in one or more of the following areas:

- Increasing the capacity, capability or marketability of an asset,
- Extending the useful economic life of an asset,
- Improving the quality of the asset's output, or
- Significantly reducing the operating costs of an asset.

Development costs include internally generated costs, such as labour, where this cost can be directly attributed to a project which enhances the economic benefits of an asset as described above. Development costs are transferred to depreciating assets when the assets to which the costs relate become available for use.

Research costs are expensed to the income statement as they are incurred.

1.25 Segment reporting

For management and monitoring purposes, the Group is organised into one segment: provision of waste management and disposal services.

2 New and future accounting standards

New and amended standards adopted by the Group

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2024:

- Amendments to IFRS 16 Leases, relating to Lease Liability in a Sale and Leaseback transactions.
- Amendments to IAS 1 Presentation of Financial Statements relating to Classification of liabilities as Current or Non-Current and Non-Current Liabilities with Covenants.
- Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures - Supplier Finance Arrangements.

The amendments listed above did not have any impact on the amounts recognised in current and prior periods and are not expected to significantly affect the current or future periods.

New standards, amendments and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Group and Company. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

In May 2023 the IASB issued International Tax Reform - Pillar Two Model Rules - Amendments to IAS 12 Income Taxes to clarify the application of IAS 12 to tax legislation enacted or substantively enacted to implement Pillar Two of the Organisation for Economic Co-operation and Development's Base Erosion and Profit Shifting project, which aims to address the tax challenges arising from the digitalisation of the economy. The Group is not within the scope of Pillar Two Model rules and there are no impacts on the financial statements for 2024.

2 New and future accounting standards (Continued)

New standards, amendments and interpretations not yet adopted (continued)

IFRS 18 will replace IAS 1 Presentation of Financial statements and applies for annual reporting periods beginning on or after 1 January 2027. The new standard introduces the following key new requirements.

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.
- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to Group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the reporting point for the statement of cash flows when presenting cash flows under the indirect method.

The Group is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Group's statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is Grouped in the financial statements, including for items currently labelled as 'other'.

3 Critical accounting estimates and judgements

In the application of the Group’s accounting policies, described in note 1, the Directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities and recognised amounts of income and expenses that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements in applying the Group and Company's accounting policies

The following are the critical judgements, apart from those involving estimates, (which are dealt with separately below), that the Directors have made in the process of applying the Group and Company's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

Assets and liabilities held for sale

Assets and liabilities held for sale are disclosed separately in the financial statements. Management has exercised significant judgement in determining that the criteria for classification as held for sale have been met and that classification of assets and liabilities of the Dynamic Oilfield Services LLC business as held for sale and the associated results for the year to be classified as discontinued operations.

Key sources of estimation uncertainty

There are no key assumptions or other key sources of estimation uncertainty that may have a risk of causing a significant material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4 Revenue

The Group's revenue primarily arises from the provision of drilling waste management and disposal services to the oil and gas industry. Revenue is recognised only from the provision of services. Geographical analysis of the Group's revenue is shown below. The geographical analysis is based on revenue by destination.

	2024	2023 (Unaudited)
	$'000	$'000
Revenue analysed by geographical market		
United Kingdom	28,932	24,558
Europe	2,831	2,565
Middle East	31,299	26,698
Rest of World	1,372	256
	64,434	54,077

Revenue recognised in the year that was included in the deferred revenue balance at the beginning of the year was $128k (2023: $275k).

Segment reporting

The Group has one segment: provision of waste management and disposal services.

No split of revenue from contracts with customers has been prepared as it has an immaterial impact on income, statement of financial position or disclosures.

5 Loss after taxation from continuing operations

	2024	2023 (Unaudited)
Loss for the year is stated after (crediting)/charging:	$'000	$'000
Employee benefits expense	22,550	20,575
Exchange (gains)/losses	(266)	747
Fair value gains	(211)	-
Research and development costs	3	17
Fees payable to the company's auditor for the audit of the company's financial statements	89	-
Depreciation of owned property, plant and equipment	7,443	6,884
Depreciation of right of use assets	666	597
Loss on disposal of property, plant and equipment	64	329
Amortisation of intangible assets	769	225
Cost of inventories recognised as an expense	2,116	2,604

6 Auditor's remuneration

	2024	2023 (Unaudited)
Fees payable to the auditor for the audit of the Company and its subsidiaries:	$'000	$'000
For audit services		
Fee for audit of Parent Company	89	-
Audit of financial statements of the Company's subsidiaries	308	-
Other services		
Other financial advisory services	166	-
Taxation and compliance advisory services	39	-
Total	602	-

7 Employee benefit expense

	2024	2024	2023 (Unaudited)	2023 (Unaudited)
	$'000 Continuing	$'000 Discontinued	$'000 Continuing	$'000 Discontinued
Wages and salaries	19,589	3,686	17,941	5,915
Social security costs	1,769	346	1,618	107
Other pension costs	1,192	-	1,016	-
	22,550	4,032	20,575	6,022

The Group operates defined contribution pension schemes for eligible employees. Pension costs charged in the year amounted to $1.1m (2023: $1.0m). Contributions payable to the fund which were outstanding as at 31 December 2024 were $0.1m (2023: $0.1m).

The average monthly number of persons (including Directors) employed by the Group during the year was as follows:

	2024	2024	2023 (Unaudited)	2023 (Unaudited)
	Number Continuing	Number Discontinued	Number Continuing	Number Discontinued
Marketing and sales	4	-	3	6
Office and administration	90	5	58	5
Operations	460	56	417	62
	554	61	478	73

8 Remuneration to Board of Directors

Remuneration paid during current and prior year to Board of Directors for their services provided in role as Directors of the Group is as follows:

	2024			2023 (Unaudited)		
	Salary	**Other benefits**	**Pension**	**Salary**	**Other benefits**	**Pension**
Board of Directors	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Salary Chairman (Halle Aslaksen)	342	161	33	321	-	32
Salary CFO (Mark Walker)	341	161	33	321	-	32
	683	322	66	642	-	64

The emoluments received by the Board of Directors and senior executives for services provided to the Group are paid by another Group company.

9 Finance income

	2024	2023 (Unaudited)
	$'000	$'000
Bank interest received	55	1
Inter-company interest received	73	63
Total finance income	128	64

10 Finance costs

	2024	2023 (Unaudited)
	$'000	$'000
Interest on bank loans and bond	7,817	5,947
Interest on lease liabilities	145	190
Amortisation of finance fees	1,049	-
Inter-company interest paid	-	2,765
Total finance costs	9,011	8,902

11 Taxation

	2024 Continuing $'000	2024 Discontinued $'000	2023 (Unaudited) Continuing $'000	2023 (Unaudited) Discontinued $'000
Current tax				
UK corporation tax on loss for the year	1,041	16	6	28
Adjustments in respect of prior periods	-	(30)	-	(42)
Total current tax charge/(credit)	1,041	(14)	6	(14)
Deferred tax				
Credit for the year	-	(199)	-	(211)
Adjustment in respect of prior periods	-	-	-	(1)
Total deferred tax credit	-	(199)	-	(212)
Total income tax charge/(credit)	1,041	(213)	6	(226)

11 Taxation **(Continued)**

The actual charge for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2024 Continuing $'000	2024 Discontinued $'000	2023 (Unaudited) Continuing $'000	2023 (Unaudited) Discontinued $'000
Loss before taxation	(2,474)	(16,433)	(4,596)	(18,924)
Expected tax credit based on a corporation tax rate of 25.00% (2023: 23.10%)	(619)	(4,108)	(1,061)	(4,371)
Effect of expenses not deductible for tax purposes	1,576	(15)	742	25
Income not taxable	-		(19)	-
Adjustment in respect of prior years	-	(30)	6	(1)
Group relief surrendered	23	-	-	-
Effect on foreign tax rates	(2,477)	-	(1,387)	-
Other tax adjustments	(37)	(1)	2	-
Fixed asset timing differences	34	-	-	-
Foreign tax credits	1,041	-	-	-
Movement in deferred tax not recognised	1,500	3,941	-	-
Unrecognised tax losses	-	-	1,832	4,121
Exempt items	-	-	(107)	-
Change in valuation allowance	-	-	(2)	-
Income tax expense/(credit)	1,041	(213)	6	(226)

A deferred tax asset of $21.6m (2023: $23.1m), relating to excess interest restriction capacity, non-trade losses and oversee losses, has not been recognised at current or prior year. This asset has not been recognised in the prior year due to uncertainty of future profits.

The rate of UK Corporation tax for the year ended 31 December 2024 was 25% (2023: 23.1%). The Finance Act 2021 included an increase in the UK corporation tax rate to 25% with effect from 1 April 2023.

All companies within the Group are UK tax resident and the Group is currently seeking approval under the Mutual Agreement Procedure for the Company to become a UK tax resident, therefore UK Corporation tax was used for the whole Group.

The Group is not in scope of Pillar 2 framework requirements.

The foreign rate of Corporation tax for the United Arab Emirates Branch is 9%.

12 Goodwill

	2024	2023 (Unaudited)
	$'000	$'000
Cost		
At 1 January	47,208	43,899
Foreign exchange movements	(311)	3,309
At 31 December	46,897	47,208
Impairment		
At 1 January	(15,131)	-
Impairment losses	(8,107)	(15,131)
At 31 December	(23,238)	(15,131)
Carrying amount		
At 31 December	23,659	32,077
At 1 January	32,077	43,899

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units (CGUs), or Group of units, that are expected to benefit from that business combination.

CGU 1: TWMA Group - all TWMA entities, other than Dynamic Oilfield Services LLC, which operate in a cohesive and joint manner and are heavily interlinked. Cash Generating Unit comprises drilling waste which is serviced by TCC RotoMill technology and expertise.

CGU 2 – Dynamic Oilfield Services LLC – Houston based provider of solids control equipment to oil and gas customers in the USA, which was sold on the 31 January 2025, as disclosed in note 28.

The carrying amount of goodwill has been allocated as follows:

	2024	2023 (Unaudited)
	$'000	$'000
CGU 1 - TWMA Group	23,659	23,970
CGU 2 - Dynamic Oilfield Services LLC	-	8,107
	23,659	32,077

The Group tests goodwill annually for impairment or more frequently if there are indications that it might be impaired. As a result of the annual review of the carrying value of its assets in 2024, an $8.1m impairment charge was booked in respect of goodwill in CGU 2 - Dynamic Oilfield Services LLC, as a result of the lower land rig count in the US and subsequent downturn in the Solids Control market. Dynamic Oilfield Services LLC was sold on 31 January 2025, as disclosed in note 28. The Goodwill associated with Dynamic Oilfield Services LLC has now been fully impaired.

The recoverable amounts are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected future cash flows.

12 Goodwill (Continued)

Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The cost of capital and therefore discount rate applied to the future cash flows is based on the funding discussions that occurred during the period and is therefore a current estimate. The Group prepares cash flow forecasts derived from the most recent financial budgets approved by management for the next five years and extrapolates cash flows for the following five years based on an estimated growth rate of 2%. This rate does not exceed the average long-term growth rate for the relevant markets. The pre-tax rate used to discount the forecast cash is 13.8% (2023: 14.5%) for CGU1. No sensitivity analysis has been performed for CGU 2 – Dynamics Oilfield Services LLC. An impairment charge of $8.1m (2023: $15.1m) relating to CGU2 was processed during the current year, resulting in CGU2 being fully impaired at 31 December 2024, to reflect its fair value.

13 Other intangible assets

	Licences $'000
Cost	
At 1 January 2023 (Unaudited)	2,184
Exchange adjustments	47
At 31 December 2023 (Unaudited)	2,231
Disposals	(2,231)
At 31 December 2024	-
Amortisation	
At 1 January 2023 (Unaudited)	1,237
Charge for the year	225
At 31 December 2023 (Unaudited)	1,462
Charge for the year	769
Eliminated on disposals	(2,231)
At 31 December 2024	-
Carrying amount	
At 31 December 2024	-
At 31 December 2023 (Unaudited)	769

The Group's other intangible assets as at 31 December 2023 related to a long term licence which enabled the Group to build more 'TCC RotoMills' as required. Up to 31 December 2023 the licence was amortised over a period of 10 years. The licence agreement held by the Company entitled the Company to an early exit. As a result of an early exit, the Company is not bound by the requirements of the agreement to build new TCC RotoMills in the future. During the current year the Board of Directors decided to exit the agreement, therefore the amortisation was accelerated. Amortisation is charged through administrative expenses.

14 Property, plant and equipment

	Land and buildings	Assets under construction	Plant and equipment	Fixtures and fittings	Motor vehicles	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Cost						
At 1 January 2023 (Unaudited)	7,375	1,828	72,103	2,466	584	84,356
Additions	-	12,965	1,028	-	-	13,993
Disposals	(576)	-	(1,944)	(14)	(88)	(2,622)
Transfers	350	(12,556)	11,690	307	209	-
Foreign currency adjustments	388	131	4,632	172	6	5,329
At 31 December 2023 (Unaudited)	7,537	2,368	87,509	2,931	711	101,056
Additions	53	14,123	52	141	276	14,645
Disposals	(63)	-	(12,042)	(4)	(990)	(13,099)
Transfers	27	(11,532)	11,314	5	186	-
Foreign currency adjustments	(92)	(80)	(1,187)	(47)	462	(944)
Assets held for sale	(453)	-	(10,012)	-	(546)	(11,011)
At 31 December 2024	7,009	4,879	75,634	3,026	99	90,647
Depreciation and impairment						
At 1 January 2023 (Unaudited)	890	-	43,864	1,699	78	46,531
Charge for the year	195	-	9,289	285	328	10,097
Eliminated on disposal	(92)	-	(1,917)	(14)	(68)	(2,091)
Foreign currency adjustments	67	-	3,606	140	5	3,818
At 31 December 2023 (Unaudited)	1,060	-	54,842	2,110	343	58,355
Charge for the year	217	-	9,537	315	128	10,197
Impairment loss	246	-	3,881	-	-	4,127
Eliminated on disposal	(63)	-	(11,243)	-	(697)	(12,003)
Foreign currency adjustments	(19)	-	(968)	(42)	465	(564)
Assets held for sale	(453)	-	(8,763)	-	(140)	(9,356)
At 31 December 2024	988	-	47,286	2,383	99	50,756
Carrying amount						
At 31 December 2024	6,021	4,879	28,348	643	-	39,891
At 31 December 2023 (Unaudited)	6,477	2,368	32,667	821	368	42,701

14 Property, plant and equipment **(Continued)**

At 31 December 2024, included within net book value of land and buildings is $1.9m (2023: $1.9m) relating to long-term leasehold land and buildings. Included in land and buildings is freehold land of $13k (2023: $13k) which is not depreciated.

No independent valuation of the Group's land and buildings was performed to determine the fair value of the land and buildings as at 31 December 2024. The Group determines the fair value of its long-term lease building using the level 2 method of valuation under IFRS 13.

At 31 December 2024, Property, plant and equipment held by Dynamic Oilfield Services LLC were classified as held for sale. As a result of the change in the market dynamics relating to equipment to satisfy the Solids Control business, a review of the assets held by the business was performed and an impairment charge amounting to $4.1m was taken against the assets held by Dynamic Oilfield Services LLC. The value of the assets remaining amounted to $1.7m which represents the fair value of the assets held.

15 Right-of-use assets

	Land & Buildings $'000
Cost	
At 1 January 2024	8,006
Additions	788
Disposals	(1,391)
Exchange adjustments	(29)
Assets held for sale	(2,808)
At 31 December 2024	4,566
Depreciation	
At 1 January 2024	4,017
Depreciation charged in the year	1,061
Eliminated in respect of disposals	(1,391)
Assets held for sale	(1,971)
At 31 December 2024	1,716
Carrying amount	
At 31 December 2024	2,850
At 31 December 2023 (Unaudited)	3,989

Leases (Group as a lessee)
The Group leases various items of plant and equipment under non-cancellable lease agreements. The lease terms are between 1 and 5 years, and the Group has ownership of the assets.

	2024	2023 (Unaudited)
Amounts recognised in profit and loss	**$'000**	**$'000**
Depreciation expense on right-of-use assets	1,061	1,033
Interest expense on lease liabilities	145	281
Expense relating to short-term leases	245	382

At 31 December 2024, the Group is committed to $nil (2023: $nil) for short-term leases.

The total cash outflow in the year for right-of-use assets leases amounted to $1.2m (2023: $1.2m).

All leases relate to rental properties and equipment, and there is no potential exposure not reflected in the above.

At 31 December 2024, right-of-use assets held by Dynamic Oilfield Services LLC were classified as held for sale.

16 Subsidiaries

Details of the Company's subsidiaries at 31 December 2024 are as follows:

Name of undertaking	Address	Class of shares held	% Held Direct	Indirect	Voting share
BP Inv3 Bidco Ltd	England (5)	Ordinary	-	100.00	100.00
TWMA Group Ltd	Scotland (1)	Ordinary	-	100.00	100.00
Total Waste Management Alliance Ltd	Scotland (1)	Ordinary	-	100.00	100.00
TWMA Middle East Limited	Scotland (1)	Ordinary	-	100.00	100.00
Total Waste Management International Ltd	Scotland (1)	Ordinary	-	100.00	100.00
TWMA Egypt for Oil Services S.A.E	Egypt (2)	Ordinary	-	100.00	100.00
TWMA Norge AS	Norway (3)	Ordinary	-	100.00	100.00
Total Waste Management Alliance Incorporated	USA (4)	Ordinary	-	100.00	100.00
BP Inv3 US Bidco LLC	USA (6)	Ordinary	-	100.00	100.00
Dynamic Oilfield Services LLC	USA (6)	Ordinary	-	100.00	100.00
Total Waste Management Nigeria Limited	Nigeria (7)	Ordinary	-	100.00	100.00
BP Inv3 Midco Ltd	England (5)	Ordinary	100.00	-	-

Registered office addresses (all UK unless otherwise indicated):

1 Blackwood House, Union Grove Lane, Aberdeen, United Kingdom, AB10 6XU
2 Building A, The Portal, A-3-10, SODIC-WEST, Km.38, Cairo/Alexandria Desert Road, Beverly Hills, Sheikh Zayed City, Giza, Egypt, 12588
3 Jåttåvågveien 7B, 2nd Floor, 4020, Stavanger, Norway
4 N/A
5 International House, 36-38 Cornhill, London, England, EC3V 3NG
6 1267 Cardiff Road, Brookshire, TX 77423
7 10 Turton Street, 4th Floor, Lagos island, Nigeria.

During the year, TWMA Finance AS acquired 100% of issued share capital of BP Inv3 Midco Ltd via share-for-share exchange. Prior to transaction both, BP Inv3 Midco Ltd and TWMA Finance AS, were fully owned by BP Inv3 Holdco Ltd, a direct subsidiary of the BP Inv3 Topco. The reorganisation was undertaken to secure financing from Norwegian lenders and investors. The transaction qualifies for merger accounting under the Companies Act 2006 because it involves entities under common control. The transaction had nil impact on the consolidated financial statements - the assets and liabilities were transferred at their carrying amounts.

During the year, the Company decided to sell Dynamic Oilfield Services LLC, a wholly owned subsidiary. Further details of the sale are contained under the discontinued operations note, note 25 and subsequent events note, note 28.

17 Inventories

	2024	2023 (Unaudited)
	$'000	$'000
Inventories	3,730	3,559

Inventories consist of consumables and spares parts used in the operation of the Group's equipment and for the provision of services. Inventories are not held for re-sale. Inventory of $2.1m (2023: $2.6m) was recognised as an expense during the year.

18 Trade and other receivables

	2024 $'000	2023 (Unaudited) $'000
Trade receivables	16,333	15,389
Loss allowance	(42)	(74)
Net trade receivables	16,291	15,315
Amounts owed by related parties	611	-
Other receivables	441	400
Accrued revenue	971	709
Prepayments	2,212	1,610
	20,526	18,034

Trade and other receivables that are neither past due nor impaired are expected to be fully recovered as there is no recent history of default or any indications that the debtors will not meet their payment obligations.

Trade and other receivables that are past due and not impaired are expected to be settled with no material financial risk.

Amounts owed by related parties are repayable on demand and attract interest at market rates.

Receivables are considered past due when they become older than 30 days or longer in cases where specific credit terms have been agreed. The ageing of those trade receivables past due is as follows:

Ageing of past due but not impaired	2024 $'000	2023 (Unaudited) $'000
Up to 3 months	6,531	6,362
Over 3 months	2	166
Total	6,533	6,528

The fair values of trade and other receivables are as per the analysis in the table above.

All of these balances relate to customers for whom there is no recent history of default.

18 Trade and other receivables (Continued)

The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

	2024 $'000	2023 (Unaudited) $'000
UK Sterling	6,909	6,751
US Dollar	10,194	10,258
Norwegian Krone	575	237
UAE Dirham	2,604	747
Egyptian Pound	244	41
	20,526	18,034

The average credit period on sales of goods is 83 days (2023: 78 days). No interest is charged on outstanding trade receivables.

The Group always measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. None of the trade receivables that have been written off is subject to enforcement activities.

The following table details the risk profile of trade receivables based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer segments.

The expected credit loss allowance has decreased from $74k in 2023 to $42k for the year ended 31 December 2024. The following table shows the movement in lifetime ECL that has been recognised for trade receivables in accordance with the simplified approach set out in IFRS 9.

	2024 $'000	2023 (Unaudited) $'000
Balance as at 1 January	74	22
Amounts written off	(32)	-
Amounts provided for as uncollectible	-	52
Balance as at 31 December	42	74

19 Trade and other payables

	2024	2023 (Unaudited)
	$'000	$'000
Trade payables	7,725	7,141
Foreign withholding tax	829	830
Amounts owed to related parties	-	19,795
Accruals	5,582	4,110
Deferred revenue	1,882	128
Other taxation and social security	2,679	2,651
Other payables	-	36
	18,697	34,691

During the year the amounts owed to related parties were waived and have been therefore recognised as a capital contribution within equity. Interest stopped accruing at the date the balance was waived.

Foreign withholding tax represents tax payable on intercompany services between Total Waste Management Alliance Limited and TWMA Egypt for Oilfield Services.

Trade payables represent amounts payable the supply of goods and provision of services. The average creditors days turnover for payment for services and supplies delivered is 60 days (2023: 60 days). No Interest is charged on outstanding balances.

The Group's exposure to foreign risk and liquidity risks is disclosed in note 30.

20 Borrowings

	2024	2023 (Unaudited)
	$'000	$'000
Current		
Bank borrowings	-	51,092
Non-current (due 1-5 years)		
Norwegian Bond	60,817	-
Loan notes	3,556	3,602
	64,373	3,602
Total borrowings	64,373	54,694

Bank loans
Bank borrowings held at 31 December 2023, which were secured over the fixed assets of the Group, were repaid in full during the year from the proceeds of Sustainability Linked Nordic Bond.

Loan notes
As part of the acquisition of TWMA Group Limited legacy preference shares and loan notes were purchased, including the interest accrued but not paid at that date. Subsequent to completion, the bulk of these shares and loan notes were converted into Ordinary shares in TWMA Group Limited except for interest on certain of the preference shares.

Loan notes are unsecured.

Bonds
On 8 February 2024, the Company issued a senior secured callable $90m sustainability-linked bond (SLB), with an initial bond issue of $62.5m. The bond carries a fixed coupon rate of 13% and matures on 8th February 2027. Interest on the bond is payable semi-annually on 8 February and 8 August each year.

The SLB is linked to specific sustainability performance targets, which require meeting of 3 KPI’s over the 3 year period. If the Group fails to meet the agreed sustainability targets, the Sustainability-Linked Redemption Premium will be payable, which, at most, can amount to 0.5% of the nominal amount under the Bonds. At the inception of the loan and at the year end, it is anticipated that the performance targets will be met.

The SLB has early repayment options which can be exercised by the Group. As the value of this early repayment option varies with interest rates it is considered an embedded derivative and has been separately valued. The early repayment options include a make whole payment before August 2025 and after that are based on a percentage uplift to the nominal value which reduces over time and interest due up to the repayment date.

Bonds are carried at amortised cost. Transaction costs of $3.4m, incurred as a result of issuing the bond, have been deducted from the debt and included in the effective interest rate.

20 Borrowings **(Continued)**

Derivative valuation

	Norwegian Bond - debt	**Accruals**	**Norwegian Bond - derivative**
	$'000	**$'000**	**$'000**
At inception	59,801	-	(698)
Interest expense	1,016	6,867	-
Repayments	-	(4,062)	-
Revaluation of derivative	-	-	(211)
At 31 December 2024	60,817	2,805	(909)

The embedded derivative element of the SLB has been valued using a probability-weighted present value of the anticipated cash flows arising on a future exercise of the prepayment option compared to the present value of the future cash flows of the SLB. The future borrowing rates on a potential refinancing have been estimated using a Monte Carlo simulation to calculate risk free rates at different potential exercise points, to this a credit spread has been added giving the future borrowing rate. This falls under level 3 of the fair value hierarchy.

Significant assumptions used in the fair value analysis include the credit spread, and risk free rate drift factor. The credit spread used at the year end was 5.4% and risk free rate drift of 6.14%. An increase to the credit spread of 1.5% would result in the fair value of the derivative being $nil. A corresponding decrease to the credit spread of 1.5% would result in the fair value of the derivative increasing to $2.4m. An increase to the drift factor of 50% would result in the fair value of the derivative decreasing to $0.2m. A corresponding decrease to the drift factor would result in the fair value of the derivative increasing to $1.6m.

Transaction costs of $3,435k have been apportioned between the derivative asset and debt liability according to the relative inception values. This has resulted in $38k of transaction costs being recognised as an expense, with $3,397k being allocated against the carrying value of the debt liability at inception.

21 Lease liabilities

As a lessee, the Group leases several assets including land and buildings and plant and machinery. The information about leases for which the Group is a lessee is presented below.

	2024	2023 (Unaudited)
	$'000	$'000
Current		
Lease liabilities	572	914
Non-current liabilities		
Lease liabilities	2,534	4,949
Total lease liabilities	3,106	5,863

	2024	2023 (Unaudited)
Maturity of lease liabilities	$'000	$'000
Less than one year	796	1,170
Between one and five years	999	3,643
Over five years	5,201	5,324
	6,996	10,137
Less: finance charges included in above	(3,890)	(4,274)
Present capital value of lease liabilities	3,106	5,863

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function.

22 Deferred tax liabilities

	Note	Accelerated capital allowances $'000	Total $'000
At 1 January 2024		199	199
Current year charge from discontinuing operations	**11**	(199)	(199)
At 31 December 2024		-	-

The deferred tax liabilities are based on a corporation tax rate of 25.0% (2023: 25.0%).

A deferred tax asset of $21.6m (2023: $23.1m), relating to excess interest restriction capacity, non-trade losses and overseas losses, has not been recognised at current or prior year. This asset has not been recognised in the prior year due to uncertainty of future profits.

23 Called up share capital

	2024	2023 (Unaudited)	2024	2023 (Unaudited)
Ordinary share capital	**Number**	**Number**	**$'000**	**$'000**
Issued and fully paid				
Ordinary shares of NOK 0.1 each	7,463,857	7,463,857	71	71

Movement in shares

	Ordinary Shares Number
On incorporation at 1 August 2023	3,000
Subdivision	297,000
Share for share exchange	7,163,857
At 31 December 2024	7,463,857

23 Called up share capital **(Continued)**

Share capital was translated from NOK to USD at the date of transaction by using the following exchange rates:

1 August 2023	10.59/$1
6 February 2024	10.58/$1

The Company was incorporated on 1 August 2023 and issued 3,000 Ordinary shares of NOK 10 each, for a total consideration of 30,000 NOK ($2,833).

Subsequently, to implement the reorganisation, the Company acquired the entire issued share capital of BP Inv3 Midco Ltd via share for share exchange.

As a preliminary step original 3,000 shares of NOK 10 nominal value were subdivided into 300,000 NOK 0.1 nominal value shares.

Further 7,163,857 NOK 0.1 ($67,711) Ordinary shares were issued on 6 February 2024 for a consideration of NOK 448,967,765 ($42,435,517). The difference between the nominal value of the shares issued and the consideration received of NOK 448,251,379 ($4,236,803) has been recognised as share premium. As merger relief applies share premium has been included in Other reserves within the equity section of the Company and within the Merger reserve in the Group.

As merger accounting has been applied the financial statements have been prepared as if the Group was always in existence. Therefore the consolidated statement of financial position presents the share capital as if it always existed, however the table above reflects the legal position.

All shares carry rights to vote and dividends from the time the total subscription price is paid.

24 Equity elements

Capital contribution reserve	This reserve represents debt due to BP Inv3 Holdco Ltd from BP Inv3 Midco Ltd which was waived during the year.
Merger reserve	This reserve represents the excess of the Company's investment in the acquired BP Inv3 Midco Ltd and its subsidiaries over the fair value of identifiable assets acquired and liabilities assumed.
Foreign currency translation reserve	This reserve relates to the revaluation of non-cash statement of financial position transactions. These are stated net of tax effects.
Accumulated losses	The accumulated losses represent cumulative profits or losses net of dividends paid and other adjustments.

25 Loss for the year from discontinued operations (net of tax)

In December 2024, the Company decided to sell Dynamic Oilfield Services LLC, a wholly owned subsidiary. The business of Dynamic Oilfield Services LLC. represented the entirety of the Group’s Solids Control business. The Solids Control business did not meet the performance expectations, therefore a decision was made to redirect resources to areas with greater potential for growth. The sale of Dynamic Oilfield Services LLC. was completed on 31 January 2025. At 31 December 2024 Dynamic Oilfield Services LLC. was classified as a disposal Group held for sale and as a discontinued operation.

The results of Dynamic Oilfield Services LLC are presented below:

	2024	2023 (Unaudited)
	$'000	$'000
Discontinued operations:		
Revenue	10,824	16,834
Expenses	(11,702)	(16,646)
Depreciation of property, plant & equipment	(2,754)	(3,213)
Depreciation of right of use assets	(395)	(436)
Impairment of goodwill	(8,107)	(15,131)
Impairment of assets	(4,127)	-
Operating loss	(16,261)	18,592
Interest expense	(196)	(194)
Exchange gains/(losses)	23	(138)
Loss before tax from discontinued operations	(16,434)	(18,924)
Income tax credit	213	226
Loss for the year from discontinued operations	(16,221)	(18,698)

The major classes of assets and liabilities of Dynamic Oilfield Services LLC classified as held for sale as at 31 December are as follows:

25 Loss for the year from discontinued operations (net of tax) (Continued)

	2024 $'000
Assets	
Inventories	28
Right-of-use assets	837
Property, plant and equipment	1,655
Debtors	1,647
Cash and short-term deposits	245
Assets held for sale	4,412
Liabilities	
Creditors	1,458
Interest-bearing liabilities	2,875
Liabilities held for sale	4,333
Net assets directly associated with disposal Group	79

The statement of cash flows includes the following amounts relating to discontinued operations:

	2024 $'000	2023 (Unaudited) $'000
Operating activities	622	2,452
Investing activities	(34)	(3,359)
Financing activities	(198)	(971)
Net cash generated from/(used in) discontinued operations	390	(1,878)

26 Cash generated from operations

	2024	2023 (Unaudited)
	$'000	$'000
Loss before income tax from:		
Continuing operations	5,932	4,969
Discontinued operations	(16,261)	(18,592)
Loss for the year before income tax	(10,329)	(13,623)
Adjustments for:		
(Gain)/loss on disposal of property, plant and equipment	(82)	322
Impairment of goodwill and property, plant and equipment	12,234	15,131
Depreciation and amortisation	10,966	10,322
Depreciation of right of use assets	1,061	1,033
Waiver of amounts owed to related parties	20,076	-
Exchange differences	641	53
Operating cash inflows before working capital movements	34,567	13,238
Movements in working capital:		
(Increase)/decrease in inventories	(171)	232
(Increase)/decrease in trade and other receivables	(2,492)	279
Decrease in trade and other payables	(17,333)	(456)
Tax paid	10	53
Cash generated from operations	14,581	13,346

27 Related party transactions

Related party	Description	2024 $'000	Balance at year end $'000	2023 (Unaudited) $'000	Balance at year end (Unaudited) $'000
Buckthorn Partners LLP	Fees	58	30	97	149
Buckthorn Partners LLP	Expenses	47	55	10	-

Transactions with related parties do not accrue any interest and are repayable on demand.

Key management compensation

Key management is defined as attendees of the Group's Board meetings, including Directors of the Company. The compensation paid to key management for employee services is shown below:

	2024 $'000	2023 (Unaudited) $'000
Salaries and bonuses	1,805	925
Pension	113	92
Benefits-in-kind	10	6
	1,928	1,023

Subsidiaries

In the Parent Company, the subsidiaries and investments in any associated company are valued at cost. The investment is valued at the cost of the shares, less any impairment losses. An impairment loss is recognized if the impairment is not considered temporary, in accordance with generally accepted accounting principles. Impairment losses are reversed if the reason for the impairment loss is rectified in a later period.

Dividends, Group contributions and other distributions from subsidiaries are recognized in the same year as they are recognized in the financial statement of the provider. If dividends / Group contribution exceeds withheld profits after the acquisition date, the excess amount represents repayment of invested capital, and the distribution will be deducted from the recorded value of the acquisition in the balance sheet for the Parent Company.

27 Related party transactions **(Continued)**

	Equity as of 2024	Net results for 2024 Profit/(loss)
	$'000	$'000
BP Inv3 Midco Ltd	73,830	(142)
BP Inv3 Bidco Ltd	40,122	(5,439)
TWMA Group Ltd	6,042	(7,809)
Total Waste Management Alliance Ltd	58,036	1,541
TWMA Middle East Limited	11,528	10,466
Total Waste Management International Ltd	(127)	-
TWMA Egypt for Oil Services S.A.E	3,337	317
TWMA Norge	196	(197)
Total Waste Management Alliance Incorporated	(7,621)	(175)
BP Inv3 US Bidco LLC	14,830	(1,741)
Dynamic Oilfield Services LLC	9,825	(16,221)
Total Waste Management Nigeria Limited	-	-

28 Subsequent events

As part of our commitment to focusing on our core strengths and driving long-term growth, the Group made the decision to exit the operations of our Solids Control business in the US. The Solids Control business has not met our performance expectations and has faced ongoing challenges in the market and following a strategic review it was decided that exiting this business would allow the us to reallocate resources to areas with greater potential for growth and profitability. As a result, the business has been classified as held for sale and treated as a discontinued operation in the financial statements.

On 31 January 2025, the Group sold its entire shareholding in Dynamics Oilfield Services LLC ("Dynamics") to a company owned by a related party being the local Operations Manager of Dynamics who, at the date of disposal, held a position with responsibility for planning, directing and controlling the operations of Dynamics. The consideration paid by the Group to Dynamics was $200k which was deemed to be a fair value for the net assets and liabilities of the disposed entity.

On 6 February 2025, the Group purchased 1,512 of its "C" Ordinary shares back from the same related party at a cost of $1.

There are no other material events that have occurred subsequently to the balance sheet date to the date of approval of these financial statements that affect the reported financial position at 31 December 2024.

29 Ultimate controlling party

At the year end the ultimate parent undertaking and controlling party of TWMA Finance AS was BP Inv3 LP, a partnership incorporated in Jersey, with a registered address of 26 New Street, St Helier, Jersey, JE2 3RA. The majority of BP Inv3 LP is owned by Buckthorn Partners LLP, which in turn is controlled by its general partner Buckthorn Jersey (GP) Limited. BP Inv3 Topco Ltd, which owns immediate parent entity of TWMA Finance AS, is the only other entity to prepare consolidated Group accounts.

The consolidated financial statements of the BP Inv3 Topco Ltd are available for public viewing on the Companies House website.

30 Financial risk management

Financial risk factors

The Group's activities expose it to a variety of financial risks - market risk (including foreign exchange risk, interest rate risk and cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk - Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, detailed in the table below. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The revenues and costs of non USD entities are denominated in their own or common currencies, therefore there is an element of natural hedge on the foreign exchange risks.

The average key foreign exchange rates used for retranslation in the profit and loss account in 2024 were:

GBP - 0.78 (2023 - 0.80)
AED - 3.67 (2023 - 3.67)
NOK - 10.79 (2023 - 10.55)
EGP - 45.54 (2023 - 30.78)

The following table presents the USD equivalent of the Group's key monetary assets and liabilities denominated in currencies other than USD as at 31 December 2024:

($'000 equivalent)	Norway NOK	British Pound GBP	Egypt EGP	Abu Dhabi AED
Trade receivables	575	6,909	244	2,604
Cash at bank and in hand	468	414	71	59
Trade payables	(368)	(4,382)	(51)	(2,030)
Borrowings	-	(3,556)	-	-
	675	(615)	264	633

30 Financial risk management **(Continued)**

Financial risk factors (continued)

(b) Interest rate risk

The Group analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions, alternative financing and hedging. Based on these scenarios, the Group calculates the impact on profit and loss of a defined interest rate shift. For each simulation, the same interest rate shift is used for all currencies. The scenarios are run only for liabilities that represent the major interest-bearing positions.

All borrowings are subject to fixed interest rates; consequently, no interest rate risk is inherent, and, accordingly, no scenario simulation has been performed for those borrowing instruments.

(c) Credit risk

Credit risk is managed locally by each of the trading entities, all of whom follow similar procedures and comply with the policies of the Group. Each local entity is responsible for managing and analysing credit risk for each of their new clients before standard payment and delivery terms and conditions are offered. Credit risk arises from cash and cash equivalents, and credit exposure to customers, including outstanding receivables and committed transactions. Local teams assess the credit quality of the customer, taking into account its financial position, past experience and other factors. Sales to the majority of customers are settled using bank transfers, other than in the United States where cheque payments are frequently used.

(d) Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group and aggregated and monitored at Group level. The rolling forecasts of the Group's liquidity requirements are monitored to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that it does not breach its borrowing limits or covenants on any of those facilities.

Surplus cash held by the operating entities over and above balances required for working capital management are transferred to Group accounts.

Ultimate responsibility for liquidity risk management rests with the Board of Directors. The Group manages liquidity risk by seeking to maintain sufficient facilities to ensure availability of funds for forecast and actual cash flow requirements.

The table below summarises the maturity profile of the Group's financial liabilities. The contractual maturities of the Group's financial liabilities have been determined on the basis of the remaining period at the end of the reporting period to the contractual maturity date. The maturity profile is monitored by management to assist in ensuring adequate liquidity is maintained.

30 Financial risk management (Continued)

Financial risk factors (continued)

The table below analyses the Group's non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity dates. Derivative financial liabilities are included in the analysis if their contractual maturities are essential for an understanding of the timing of the cash flows. The amounts disclosed in the table are the contractual undiscounted cash flows.

($'000 equivalent)	Less than one year $'000	Between one and two years $'000	Between two and five years $'000	Over five years $'000	Total $'000
Norwegian Bond	-	-	60,817	-	60,817
Lease liabilities	572	253	505	1,776	3,106
Loan notes	-	3,556	-	-	3,556
	572	3,809	61,322	1,776	67,479

Capital management

The Group's principal objective when managing its capital is to safeguard its ability to continue as a going concern in order to continue to provide returns for shareholders and benefits for other stakeholders including the lenders where the Group is required to meet certain covenants at the end of each quarter.

This is managed through a combination of the following:

1. Regularly monitoring cash flows and expected cash flows against expectations;

2. Regularly monitoring the Group's leverage, which is defined as the ratio of third-party borrowings (Note 20) to EBITDA, against the limit set out in its banking covenants. The aim is to ensure that there is always sufficient current and projected headroom against this limit with an amount of 25% of projected EBITDA being used as a guide for this purpose;

3. Ensuring that there are sufficient committed borrowings facilities (note 20) to cover any short-term unexpected downturns in trading.

There were no changes in the Group's approach to capital management during the year.

Neither the Parent Company nor any of its subsidiaries are subject to externally imposed capital requirements.

For the purposes of the Group's capital management, capital includes share capital and all other reserves.

For the changes in capital from previous year to current year please refer to Statement of Changes in Equity shown on page 21.

The primary objective of the Group’s capital management is to continue trading as a going concern and to maximise shareholder value.

30 Financial risk management **(Continued)**

The Group's financial instruments are classified as follows:

	2024	2023 (Unaudited)
	$'000	$'000
	Carrying value	Carrying value
Financial assets		
Financial assets held at amortised cost		
- Trade and other receivables	20,526	18,034
- Cash and bank balances	4,626	3,652
Financial assets held at fair value		
- Derivative asset	909	-
	26,061	21,686
Financial liabilities		
Financial liabilities held at amortised cost		
- Bank borrowings	-	51,092
- Norwegian Bond	60,817	-
- Lease agreements	3,106	5,863
- Trade and other payables	18,697	14,896
- Loan notes	3,556	3,602
	86,176	75,453

Fair value of financial statements

Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in force or liquidation sale. Management consider fair value of financial assets and financial liabilities approximates their carrying amount and is determined by using level 3 inputs, except for Norwegian Bond, from which transaction costs were deducted on initial recognition.

The table below details changes in the Group’s liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group’s consolidated statement of cash flows as cash flows from financing activities.

31 Additional Information

EBITDA

Earnings before interest, taxation, depreciation and amortisation (EBITDA) is a non-IFRS measure (unaudited) that is as disclosed in the Directors' report and is calculated as follows:

	2024	2023 (Unaudited)
	$'000	$'000
Operating profit	5,932	4,969
Add back: loss on disposal of property, plant & equipment	64	329
Add back: depreciation and amortisation	8,878	7,706
EBITDA - statutory	14,874	13,004
Add back: provisions for historic stock obsolescence	-	104
Add back: exceptional items	3,750	511
EBITDA - ongoing operations	18,624	13,619

Exceptional items relate to one off non recurring costs incurred by the business.

32 Changes in liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		Cash movements		Non-cash movements					
	1 January 2024	Finance outflows	Finance inflows	Assets held for sale	Derivative asset on initial recognition	New leases	Release of financing fees	Other changes	31 December 2024
Leases (note 21)	5,863	(1,825)	1,154	(2,875)	-	789	-	-	3,106
Bank Borrowings (note 20)	51,092	(51,125)	-	-	-	-	-	33	-
Bond (note 20)	-	-	59,065	-	698	-	1,016	38	60,817
Loan notes (note 20)	3,602	-	-	-	-	-	-	(46)	3,556
	60,557	(52,950)	60,219	(2,875)	698	789	1,016	25	67,479

		Cash movements		Non-cash movements					
	1 January 2023 (Unaudited)	Finance outflows	Finance inflows	Assets held for sale	Derivative asset on initial recognition	New leases	Release of financing fees	Other changes	31 December 2023 (Unaudited)
Leases (note 21)	5,289	(1,400)	1,175	-	-	391	-	408	5,863
Bank Borrowings (note 20)	50,906	(814)	-	-	-	-	-	1,000	51,092
Loan notes (note 20)	3,412	-	-	-	-	-	-	190	3,602
	59,607	(2,214)	1,175	-	-	391	-	1,598	60,557

TWMA FINANCE AS

COMPANY INCOME STATEMENT

FOR THE PERIOD ENDED 31 DECEMBER 2024

	Notes	Period ended 31 December 2024 $'000
Administrative expenses		(94)
Operating loss		(94)
Fair value gains	**10**	211
Gains on revaluation		260
Finance income	**5**	6,342
Finance costs	**6**	(7,932)
Loss before taxation		(1,213)
Tax on loss	**7**	-
Loss after taxation		(1,213)

The Company did not have other comprehensive income, therefore no separate Company Statement of Comprehensive Income has been presented.

Total comprehensive loss for the year is all attributable to the owners of the Company.

The notes on page 70 to 78 form part of these Company financial statements.

TWMA FINANCE AS

COMPANY STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

	Notes	2024 $'000
Non-current assets		
Investments	**8**	42,454
Derivative financial instruments	**10**	909
		43,363
Current assets		
Trade and other receivables	**9**	58,732
Cash and cash equivalents		2,774
Total current assets		61,506
Total assets		104,869
Current liabilities		
Accruals		2,807
Total current liabilities		2,807
Non-current liabilities		
Borrowings	**10**	60,817
Net assets		41,245
Equity		
Called up share capital	**11**	71
Other reserves	**12**	42,387
Accumulated losses	**12**	(1,213)
Total equity		41,245

The financial statements were approved by the Board of Directors and authorised for issue on 30 April 2025 and are signed on its behalf by:

Halle Aslaken
Chairman

Mark Walker
Board member

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 31 DECEMBER 2024

	Called up share capital $'000	Other reserves $'000	Accumulated losses $'000	Total $'000
Period ended 31 December 2024:				
Loss and total comprehensive loss	-	-	(1,213)	(1,213)
Transactions with owners:				
Issue of share capital	71	42,387	-	42,458
Balance at 31 December 2024	71	42,387	(1,213)	41,245

TWMA FINANCE AS

COMPANY STATEMENT OF CASH FLOWS

FOR THE PERIOD ENDED 31 DECEMBER 2024

	Notes	2024 $'000
Cash absorbed by operations	**13**	(56,019)
Investing activities		
Proceeds from disposal of investments		211
Net cash generated from/(used in) investing activities		211
Financing activities		
Interest paid		(7,932)
Interest received		6,342
Proceeds from borrowings		60,817
Proceeds from issue of share capital		3
Repayment of derivatives		(909)
Net cash generated from financing activities		58,321
Net increase in cash and cash equivalents		2,513
Cash and cash equivalents at beginning of period		-
Effect of foreign exchange rates		261
Cash and cash equivalents at end of period		2,774

1 Accounting policies

Company information

TWMA Finance AS (the "Company") is a private company limited by shares incorporated in Norway. The registered office is Jåttåvågveien 7B, 2nd Floor, 4020 Stavanger, Norway. The Company's principal activities and nature of its operations are disclosed in the Directors' report.

1.1 Accounting convention

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS®) as adopted by the European Union.

The financial statements are prepared in USD, which is the currency of the primary economic environment in which the Group operates, and are rounded to the nearest $'000.

The Company was incorporated on 1 August 2023. These financial statements are first financial statements of the Company and are for the seventeen month period from 1 August 2023 to 31 December 2024. As the shareholders remained the same, merger accounting was applied to Group results, therefore Group results are presented as if the Group has always been in existence.

The Company applies accounting policies consistent with those applied by the Group. To the extent that an accounting policy is relevant to both Group and Parent Company financial statements, please refer to the Group financial statements for disclosure of the relevant accounting policy.

1.2 Going concern

Please refer to Going concern disclosure, shown on page 13 within the Director report.

2 Auditor's remuneration

	2024
Fees payable to the auditor for the audit of the Company:	**$'000**
For audit services	
Fee for audit of Company	89
Other services	
Taxation and compliance advisory services	39
Total	128

3 Employees

The Company did not incur any employee staff costs for the period ended 31 December 2024.

4 Remuneration to Board of Directors

The Board of Directors did not receive any remuneration for their services during the current period in their role as Directors of the Company.

5 Finance income

	2024
	$'000
Inter-company interest received	6,289
Bank interest received	53
Total finance income	6,342

6 Finance costs

	2024
	$'000
Interest on bond	7,282
Amortisation of bond fees	1,049
Inter-company interest paid	11
Total finance costs	8,342

7 Taxation

	2024
	$'000
Current tax	-
Corporation tax on loss for the period	-
Adjustments in respect of prior periods	
	-
Total current tax charge/(credit)	
Deferred tax	-
Credit for the period	-
Adjustment in respect of prior periods	
	-
Total deferred tax credit	
Total income tax charge/(credit)	-

The actual charge for the period can be reconciled to the expected credit for the period based on the profit or loss and the standard rate of tax as follows:

	2024
	$'000
Loss before taxation	(1,834)
Expected tax credit based on corporation tax rate of 25.00%	(459)
Effect of expenses not deductible for tax purposes	1
Movement in deferred tax not recognised	458
Income tax expense/(credit)	-

The rate of UK Corporation tax for the year ended 31 December 2024 was 25% (2023: 23.1%). The Finance Act 2021 included an increase in the UK corporation tax rate to 25% with effect from 1 April 2023.

All companies within the Group are UK tax resident and the Group is currently seeking approval under the Mutual Agreement Procedure for the Company to become a UK tax resident, therefore UK Corporation tax was used for the whole Group.

8 Investments

	2024 $'000
Investments in subsidiaries	42,454

Movements in non-current investments

	Investments in subsidiaries $'000
Cost or valuation	
Additions	42,454
At 31 December 2024	42,454
Carrying amount	
At 31 December 2024	42,454

Details of the Company's principal operating subsidiaries are included in note 16 of the Group financial statements.

Equity of BP Inv3 Midco Ltd, directly owned subsidiary, as of 31 December 2024 and Net results for the year ended 31 December 2024 of BP Inv3 Midco Ltd, are as follows:

	Equity as of 2024 $'000	Net results for 2024 Profit/(loss) $'000
BP Inv3 Midco Ltd	73,830	(142)

9 Trade and other receivables

	2024 $'000
Amounts owed by related parties	58,727
Prepayments	5
	58,732

Amounts owed by related parties are repayable on demand and attract interest at market rates.

10 Borrowings

	Non-current 2024 $'000
Borrowings held at amortised cost:	
Norwegian Bond	60,817

Bonds

On 8 February 2024, the Company issued a senior secured callable $90m sustainability-linked bond (SLB), with an initial bond issue of $62.5m. The bond carries a fixed coupon rate of 13% and matures on 8th February 2027. Interest on the bond is payable semi-annually on 8th February and 8th August each year.

The SLB is linked to specific sustainability performance targets, which require meeting of 3 KPI's over the 3 year period. If the Group fails to meet the agreed sustainability targets, the Sustainability-Linked Redemption Premium will be payable, which, at most, can amount to 0.5% of the nominal amount under the Bonds. At the inception of the loan and at the year end, it is anticipated that the performance targets will be met.

The SLB has early repayment options which can be exercised by the Group. As the value of this early repayment option varies with interest rates it is considered an embedded derivative and has been separately valued. The early repayment options include a makewhole payment before August 2025 and after that are based on a percentage uplift to the nominal value which reduces over time and interest due up to the repayment date.

Bonds are carried at amortised cost. Transaction costs of $3.4m, incurred as a result of issuing the bond, have been deducted from the debt and included in the effective interest rate.

Derivative valuation

	Norwegian Bond - debt $'000	Accruals $'000	Norwegian Bond - derivative $'000
At inception	(59,801)	-	698
Interest expense	(1,016)	(6,867)	-
Repayments	-	4,062	-
Revaluation of derivative	-	-	211
At 31 December 2024	(60,817)	(2,805)	909

10 Borrowings **(Continued)**

The embedded derivative element of the SNB has been valued using a probability-weighted present value of the anticipated cash flows arising on a future exercise of the prepayment option compared to the present value of the future cash flows of the SNB. The future borrowing rates on a potential refinancing have been estimated using a Monte Carlo simulation to calculate risk free rates at different potential exercise points, to this a credit spread has been added giving the future borrowing rate. This falls under level 3 of the fair value hierarchy.

Significant assumptions used in the fair value analysis include the credit spread, and risk free rate drift factor. The credit spread used at the year end was 5.4% and risk free rate drift of 6.14%. An increase to the credit spread of 1.5% would result in the fair value of the derivative being $nil. A corresponding decrease to the credit spread of 1.5% would result in the fair value of the derivative increasing to $2.4m. An increase to the drift factor of 50% would result in the fair value of the derivative decreasing to $0.2m. A corresponding decrease to the drift factor would result in the fair value of the derivative increasing to $1.6m.

Transaction costs of $3,435k have been apportioned between the derivative asset and debt liability according to the relative inception values. This has resulted in $38k of transaction costs being recognised as an expense, with $3,397k being allocated against the carrying value of the debt liability at inception.

11 Called up share capital

Refer to note 23 of the Group financial statements.

12 Equity elements

Other reserves	This reserve represents the difference between the nominal value of the shares issued in the share for share exchange and the investment value recognised. Merger relief is applied when shares are issued in exchange for over 90% of the share capital of company.
Accumulated losses	The accumulated losses represent cumulative profits or losses net of dividends paid and other adjustments.

13 Cash absorbed by operations

	Notes	2024 $'000
Loss for the period after tax		(1,213)
Adjustments for:		
Finance costs	**6**	7,932
Finance income	**5**	(6,342)
Gains on revaluation		(471)
Movements in working capital:		
Increase in trade and other receivables		(58,732)
Increase in trade and other payables		2,807
Cash absorbed by operations		(56,019)

14 Subsequent events

As part of our commitment to focusing on our core strengths and driving long-term growth, the Group made the decision to exit the operations of our Solids Control business in the US. The Solids Control business has not met our performance expectations and has faced ongoing challenges in the market and following a strategic review it was decided that exiting this business would allow the us to reallocate resources to areas with greater potential for growth and profitability. As a result, the business has been classified as held for sale and treated as a discontinued operation in the financial statements.

On 31 January 2025, the Group sold its entire shareholding in Dynamics Oilfield Services LLC ("Dynamics") to a company owned by a related party being the local Operations Manager of Dynamics who, at the date of disposal, held a position with responsibility for planning, directing and controlling the operations of Dynamics. The consideration paid by the Group to Dynamics was $200k which was deemed to be a fair value for the net assets and liabilities of the disposed entity.

On 6 February 2025, the Group purchased 1,512 of its "C" Ordinary shares back from the same related party at a cost of $1.

There are no other material events that have occurred subsequently to the balance sheet date to the date of approval of these financial statements that affect the reported financial position at 31 December 2024.

15 Ultimate controlling party

At the year end the ultimate parent undertaking and controlling party of TWMA Finance AS was BP Inv3 LP, a partnership incorporated in Jersey, with a registered address of 26 New Street, St Helier, Jersey, JE2 3RA. The majority of BP Inv3 LP is owned by Buckthorn Partners LLP, which in turn is controlled by its general partner Buckthorn Jersey (GP) Limited. BP Inv3 Topco Ltd, which owns immediate parent entity of TWMA Finance AS, is the only other entity to prepare consolidated Group accounts.

The consolidated financial statements of the BP Inv3 Topco Ltd are available for public viewing on the Companies House website.

16 Financial risk management

Financial risk factors

The Directors have assessed the Company's activities against a variety of financial risks (market risk, including foreign exchange risk, interest rate risk, credit risk and liquidity risk), and are of the opinion that the Company's exposure to those risks is minimal.

All the Company's assets, liabilities and transactions are primarily denominated in USD and the borrowings are subject to a fixed rate.

Ultimate responsibility for liquidity risk management rests with the Board of Directors. The Company manages liquidity risk by seeking to maintain sufficient facilities to ensure availability of funds for forecast and actual cash flow requirements.

The table below summarises the maturity profile of the Comapny's financial liabilities. The contractual maturities of the Company's financial liabilities have been determined on the basis of the remaining period at the end of the reporting period to the contractual maturity date. The maturity profile is monitored by management to assist in ensuring adequate liquidity is maintained.

The table below analyses the Company's non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity dates. Derivative financial liabilities are included in the analysis if their contractual maturities are essential for an understanding of the timing of the cash flows. The amounts disclosed in the table are the contractual undiscounted cash flows.

($'000 equivalent)	Less than one year $'000	Between one and two years $'000	Between two and five years $'000	Over five years $'000	Total $'000
Norwegian Bond	-	-	60,172	-	60,172
	-	-	60,172	-	60,172

Capital management

The Company's principal objective when managing its capital is to safeguard its ability to continue as a going concern in order to continue to provide returns for shareholders and benefits for other stakeholders including the lenders where the Company is required to meet certain covenants at the end of each quarter.

This is managed through a combination of the following:

1. Regularly monitoring cash flows and expected cash flows against expectations;

2. Regularly monitoring the Company's leverage, which is defined as the ratio of third-party borrowings (Note 10) to EBITDA, against the limit set out in its banking covenants. The aim is to ensure that there is always sufficient current and projected headroom against this limit with an amount of 25% of projected EBITDA being used as a guide for this purpose;

3. Ensuring that there are sufficient committed borrowings facilities (note 20) to cover any short-term unexpected downturns in trading.

For the purposes of the Company's capital management, capital includes share capital and all other reserves. The primary objective of the Group's capital management is to continue trading as a going concern and to maximise shareholder value.

16 Financial risk management **(Continued)**

The Company's financial instruments are classified as follows:

	2024 $'000 Carrying value
Financial assets	
Financial assets held at amortised cost	
- Trade and other receivables	58,732
- Cash and bank balances	2,774
Financial assets held at fair value	
- Derivative asset	909
	62,415
Financial liabilities	
Financial liabilities held at amortised cost	
- Norwegian Bond	60,817
	60,817

Fair value of financial statements

Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in force or liquidation sale. Management consider fair value of financial assets and financial liabilities approximates their carrying amount and is determined by using level 3 inputs, except for Norwegian Bond, from which transaction costs were deducted on initial recognition.

The table below details changes in the Group’s liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group’s consolidated statement of cash flows as cash flows from financing activities.