Annual report

2022

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Annual report 2022

Industry and significant events during the financial year

Canatu is a carbon nanomaterial developer creating the most advanced carbon nanotubes for industry-transforming products. The Canatu carbon nanotube (CNT) technology has been created with a unique process that ensures the required versatility and reliability for highly engineered solutions. Canatu partners with forerunner companies, together transforming products for better tomorrows with nano carbon. The company's focus is in the automotive and semiconductor industries with the portfolio's core spanning from ADAS heaters to 3D touch sensors and to EUV membranes. The experts at Canatu think big and create impacts on the tiniest scale – nano solutions for massive impact.

Canatu set out a new strategy with a focus on the semiconductor and automotive industries in 2021. The refocused strategy has enabled Canatu to experience strong growth for two years in a row driven by global megatrends of Advanced Driver Assistance Systems (ADAS) and next-generation Extreme Ultraviolet Lithography (EUV) technology. The mass production of Canatu CNT-based EUV membranes has provided Canatu with a solid technology foundation and steady revenue growth. These membranes are consumables that are used in fabs to improve the yields of the most advanced microchips. Canatu foresees high potential in growing the in-house manufactured membrane business as the EUV lithography takes up in the coming years.

Revenue from the automotive industry continued to grow as well, driven by demand for ADAS film heaters and touch sensor products. A key milestone of the year was the Start of Production for two new car models. Additionally, Canatu started using its fully automated manufacturing line in mass production in Finland. Canatu continued to collaborate with major OEMs to develop film heaters for ADAS and expects to ramp up mass production of its first ADAS camera deicing system this year. Canatu is also working on multiple LiDAR deicing development projects with OEMs aiming for SOP in 2024 and beyond. To respond to rapidly increasing demand from customers, Canatu is now investing in Canatu CNT film manufacturing to increase capacity.

Our vision

"Our new vision is to create the most advanced carbon nanotubes for industry-transforming products. We are already doing this in two industries and expanding into new domains. Canatu has recently made major breakthroughs in the semiconductor and automotive industries, and our strategy is to pursue new business and product opportunities in continuation of Moore's law" - Juha Kokkonen, CEO of Canatu

Structure and financial arrangements

The company has Business Finland loans in total EUR 4,820,000.00 on 31 December 2022.

The company took out Nordea bank loans in total EUR 5,000,000.00 in 2022 and there is EUR 5,000,000.00 left in the loan on 31 December 2022.

The company borrowed a total of EUR 5,000,000.00 in convertible bond from Varma pension association in 2022, and EUR 5,000,000.00 of the loan remains on December 31, 2022.

The company repaid a loan of EUR 5,500,000.00 from the European Investment Bank in 2022.

The main loan terms of the convertible bond loan

The company has a total of 5,000,000.00 euros in convertible bond loan from Varma Pension Insurance on 31 December 2022.

The main terms of the capital loan are as follows:

The main terms of the convertible bond are as follows:

Loan interest 6%, loan repayment on 31 December 2024 or the loan can be converted into A shares of Canatu Oy at a price of 16.15 euros per share or the loan can be converted before the deadline if certain financing/share arrangements are implemented.

Significant events after the financial year

On March 24, 2023, Business Finland has decided not to collect part of the development loan. With this decision, a total of 1,700,000 euros from the original development loan in 2010 (2,820,000 euros) will not be collected. There have been no other significant changes in the company's financial position since the financial year.

Estimate of future developments

The company's management estimates that the turnover will increase significantly compared to the previous year. The increase in turnover is estimated to occur with the increase in orders from the semiconductor industry.

Report on the scope of research and development activities

The company has continued to invest in research and development activities. The company was involved in several projects financed by Business Finland in 2022.

The total funding received by the company has been EUR 896,003 for 2022.

Assessment of the most significant operational risks and uncertainties

Global economic cycles are the most significant risks and uncertainties in Canatu Oy's business, such as COVID-19. However, Canatu Oy has also made significant investments outside the automotive industry, thus reducing the impact of the business cycle. Current Ukraine-Russia war does not expose direct risk for Canatu Oy operations.

Estimate and key figures of financial position and results of operations

The company's business was unprofitable, but the company's solvency and liquidity were good.

The following key figures describe the company's financial position and results of operations:

	2022	2021	2020
Turnover	8 382 385,40	5 455 023,67	1 511 769,83
Net profit	-2 974 169,13	-3 930 017,94	-6 777 444,44
Net profit %	neg.	neg.	neg.
Return on equity -%	NA	NA	NA
Equity ratio -%	30%	11%	31%

Personnel

The company's average number of employees was 65 during 2022.

Key figures describing the company's personnel:

	2022	2021	2020
Average number of employees	65	52	56

Personnel expenses	2022	2021	2020
Wages and salaries	4 336 047,79	3 513 328,75	3 451 396,95
Pension expenses	792 732,84	619 612,89	514 299,50
Other personal expenses	156 601,32	131155,42	106 658,25
Total personnel costs	<u>5 285 381,95</u>	4 264 097,66	4 072 354,70

Environmental

To strengthen its position as a leader in advanced carbon nanotubes, Canatu acquired core competencies, especially in its R&D and product teams, improving overall organizational performance. Canatu also laid the foundation for the environmental strategy and goals, and ranked as a company among the most responsible 2% in the evaluation of the global EcoVadis classification platform 2022, as a continuation of the ISO14001:2015 certificate, which was already granted to Canatu at the end of 2020.

Option and other special rights

No new authorizations for the financial year 2022.

The share issue authorizations

No warrants and other special rights subscriptions in the financial year 2022.

Board of Directors' proposal on the handling of the company's distributable funds

The company has no distributable funds. The loss for the financial year is 2 974 169,13 euros. The Board of Directors proposes to the Annual General Meeting that the company does not distribute a dividend for 2022.

Company shares

The company has 5 different share classes. All share classes have the same right to a dividend, but the rights of the share classes to the company's assets are defined in the Articles of Association. All shares are subject to the redemption clause in the Articles of Association, according to which shareholders have the right to redeem a share transferred to a non-shareholder.

The company's share capital is divided as follows:

	2022	2021
Shares (amount of shares)	6 874 256	6 289 733

Own shares

The company does not hold any of its own shares on December 31, 2022.

Company organization, management and auditors

Since the company's Annual General Meeting held on May 17, 2022, Ari Ahola, Jörg Buchholz, Denis Cherkasov and Tony Cannestra have served as members of the Board. Ari Ahola has served as Chairman of the Board.

Ernst & Young Oy has acted as the company's auditor, with Harri Kauttonen as the principal auditor.

Juha Kokkonen has served as the company's CEO.

Foreign and domestic subsidiaries and associates

100% owned subsidiary of Canatu Oy:

USA: Canatu Inc. Orlando

Financial statements

Penneo document key: 524TU-NGU4K-MZOT4-NYY72-G6AC1-NKTQ0

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Canatu OY

Business ID 1886098-1

PROFIT AND LOSS ACCOUNT	1.131.12.2022	1.131.12.2021
NETTURNOVER	8 382 385,40	5 455 023,67
Other operating income	1196 003,00	546 936,20
Raw materials and services		
Raw materials and consumables		
Purchases during the financial period	-1886 204,79	-1479810,12
External services	-471 537,89	-265 031,36
Materials and external services total	-2 357 742,68	-1744 841,48
Staff expenses		
Wages and salaries	-4 336 047,79	-3 513 328,75
Social security expenses		
Pension expenses	-792 732,84	-619 612,89
Other social security expenses	-156 601,32	-131 155,42
Staff expenses total	-5 285 381,95	-4 264 097,06
Depreciation and reduction in value		
Depreciation according to plan	-658 263,05	-749 089,01
Other operating expenses	-3 717 401,79	-2 904 229,27
OPERATING PROFIT (LOSS)	-2 440 401,07	-3 660 296,95
Financial income and expenses		
Other Interest and financial expenses	6 593,74	6 909,07
Interest and other financial expenses	-540 361,80	-276 630,06
Financial income and expenses total	-533 768,06	-269 720,99
PROFIT (LOSS) BEFORE APPROPRIATIONS		
AND INCOME TAXES	-2 974 169,13	-3 930 017,94
Taxes at source	0,00	0,00
PROFIT (LOSS) FORTHE FINANCIAL YEAR	-2 974 169,13	-3 930 017,94

BALANCE SHEET	31/12/2022	31/12/2021
ASSETS		
NON CURRENT ASSETS		
Intangible assets		
Intangible rights	918 170,44	766 192,24
Other capitalized long-term expenses	573,10	1948,06
Intangible assets total	918 743,54	768 140,30
Tangible assets		
Buildings	1768 915,15	1872778,27
Machinery and equipment	2 657 788,06	1831612,31
Other tangible assets	1194 850,24	706 611,03
Advance payments and construction in progress	153 088,94	0,00
Tangible assets total	5 774 642,39	4 411 001,61
RECEIVABLES		
Short-term assets		
Account receivable	1 015 605,67	444 726,11
Other receivables	258 523,70	258 519,09
Accrued receivables	479 780,20	258 955,41
Total receivables	1753 909,57	962 200,61
Other investments	1344 342,43	6 340 577,09
Cash and equivalents	14 764 089,57	2 088 294,49
TOTALASSETS	24 555 727,50	14 570 214,10
LIABILITIES & EQUITY		
Shareholders' equity		
Share capital Share capital	8 000,00	8 000,00
Other equity	58 049 848,60	49 496 273,12
Retained earnings (loss)	-47 838 666,90	-43 908 648,96
Profit for the financial year	-2 974 169,13	-3 930 017,94
Capital and reserves total	7 245 012,57	1665606,22
LIABILITIES		
Long-term liabilities		
Convertible bonds	5 000 000,00	
Loans from financial institutions	8 5 1 8 0 8 3,00	6351333,00
Long-term liabilities, total	13 518 083,00	6 351 333,00
Short-term liabilities		
Loans from financial institutions	1304917,00	3 971 667,00
Received prepayments	243 000,00	770 682,00
Accounts payable	772 072,15	705 367,81
Other liabilities	104 620,52	87 876,22
Accrued liabilities	1368 022,26	1017 681,85
Short-term liabilities, total	3 792 631,93	6553274,88
Total liabilities	17 310 714,93	12 904 607,88
TOTAL LIADII ITIES & EQUITY	24 555 727,50	14 570 214,10
TOTAL LIABILITIES & EQUITY	24 505 121,50	14 3/ 0 2 14, 10

Appendix

Appendix to financial statements

Consolidated financial statements

The consolidated financial statements have not been prepared pursuant to section 6:1 of the PCA, as the subsidiaries are not material to the correct and sufficient information.

Valuation principles and methods

Intangible and tangible assets are recognized in the balance sheet at acquisition cost less planned depreciation.

Ordinary machine and equipment investments account for a 25% expense depreciation.

Two-year straight-line depreciation on R & D, equipment and testing facilities has been booked until the end of 2015, and from thereafter a straight-line depreciation of five years.

10 year straight-line depreciation on R&D machinery, equipment and test facility costs from 2018 onwards.

10 year straight-line depreciation on production equipment's costs from 2018 onwards.

Sequential principles and methods

Fundamentals of planned depreciation:

		Depreciation and depreciation
	Estimated holding time	method
Buildings	20 years	straight-line depreciation
Production equipment's	10 years	straight-line depreciation
Patents	5 years	straight-line depreciation
Patents since 2018	10 years	straight-line depreciation
Computer software	2-3 years	straight-line depreciation
Research and development expenses	2-5 years	straight-line depreciation
Machinery and equipment		25% expense depreciation

Partial revenue recognition

Partial revenue recognition for an unfinished project is based on the degree of completion.

The percentage of completion is calculated on the basis of actual costs and estimated total costs.

Partial revenue is recognized on the basis of the percentage of completion times the sales of the project.

Impact of partial income recognition

The remaining part of the partially financed project in 2021, 770,682 euros, has been entered as income in 2022.

Appendix to the profit and loss account

Personnel costs and staff on average	2022	2021
During the financial year, the company employed an average	65 employees	52 employees
of		
Personnel expenses		
Wages and salaries	4 336 047,79	3 513 328,75
pension costs	792 732,84	619 612,89
Other personal expenses	156 601,32	131 155,42
Total staff costs	5 285 381,95	4 264 097,06
Depreciation and impairment		
Research and development expenditure	175 860,42	293 255,79
Depreciation on long-term expenditures	124 196,70	139 426,85
Depreciation on buildings	103 863,12	103 111,37
Depreciation on machinery and equipment	254 328,80	205 657,99
Reduction in value of current	14,01	7 637,01
Depreciation total	658 263,05	749 089,01
Auditor's fees		
Audit	18 730,00	11 977,00
The assignments referred to in section 1.1.2 of the TTL	0,00	0,00
Total auditor's fees	18730,00	11 977,00
Financial income and expenses		
Financial income		
Interest income	44,78	177,82
Foreign exchange gains	2769,61	6 731,25
Profit from portfolio invstements	3 779,35	0,00
Total financial income	6 593,74	6 909,07
Exchange rate differences on sales were recognized in sales		
adjustment items	44 964,24	7 672,61
Financial expenses		
Interest expenses on financial institution loans	402 918,69	274 501,78
Other interest expenses	412,73	180,58
Other borrowing costs	111 233,73	1506,86
Foreign and exchange losses	25 796,65	440,84
Total financial expenses	540 361,80	276 630,06
Exchange losses on purchases are booked on purchase		
adjustments	14 609,90	15 742,59

Appendix to the balance sheet

	2021
1266,966,85	1064 342,28
	202 624,57
	-362722,72
	-138 051,89
· · · · · · · · · · · · · · · · · · ·	766 192,24
0.0 1.0,11	7 00 102,2 1
6 072.94	6 072,94
	0,00
· ·	-2749,92
	-1374,96
	1948,06
918743.54	768 140,30
	-7
2 076 502,78	2 046 446,18
0,00	30 056,60
-203724,51	-100 613,14
-103 863,12	-103 111,37
1768 915,15	1872 778,27
94 577,60	94 577,60
-54 677,16	-41377,32
-9 974,88	-13 299,84
29 925,56	39 900,44
2 241 469,16	1666736,63
1080 504,55	574 732,53
-449757,29	-257 399,14
-244 353,92	-192 358,15
2 627 862,50	1791711,87
1 626 001,13	1605 685,47
664 099,63	20 315,66
-919 390,10	-626 134,31
-175 860,42	-293 255,79
1194850,24	706 611,03
0,00	0,00
153 088,94	0,00
153 088,94	0,00
5774 642,39	4 411 001,61
Own conital	Profit of the financial period
·	-60 239,87
	0,00 -203 724,51 -103 863,12 1768 915,15 94 577,60 -54 677,16 -9 974,88 29 925,56 2 241 469,16 1 080 504,55 -449 757,29 -244 353,92 2 627 862,50 1 626 001,13 664 099,63 -919 390,10 -175 860,42 1 194 850,24 0,00 153 088,94 153 088,94

Appendix to the balance sheet liabilities

2022	2021
	8 000,00
8 000,00	8 000,00
49 496 273,12	49 496 273,12
8 553 575,48	
58 049 848,60	49 496 273,12
-47 838 666,90	-43 908 648,96
-2 974 169,13	-3 930 017,94
-50 812 836,03	-47 838 666,90
7 245 012,57	1665606,22
7 237 012,57	1657606,22
-1194850,24	-706 611,03
6 042 162,33	950 995,19
1257200.07	462853,00
	32 393,09
1368 022,26	495246,09
17 404,42	5 710,84
17 404,42	5 710,84
10 475,99	10 475,99
263 105,70	214 115,82
193 025,11	193 025,11
37 712,02	62 957,25
33 433,56	28 816,09
55 000,00	55 000,00
0,00	0,00
	8 000,00 8 000,00 49 496 273,12 8 553 575,48 58 049 848,60 -47 838 666,90 -2 974 169,13 -50 812 836,03 7 245 012,57 -1194 850,24 6 042 162,33 1257 299,07 110 723,19 1368 022,26 17 404,42 17 404,42 10 475,99 263 105,70 193 025,11 37 712,02 33 433,56 55 000,00

Appendix to the operations

An estimate of likely future development

The company's operations involve uncertainty due to the development of sales. The company's management plans measures to ensure continuity of operation. These actions may include a new equity financing round.

Convertible bond loans

The company has a total of EUR 5,000,000.00 convertible bond loans from Varma Pension Insurance on 31 December 2022.

The main terms of the convertible bond are as follows:

Loan interest 6%, loan repayment on 31 December 2024 or the loan can be converted into A shares of Canatu Oy at a price of 16.15 euros per share or the loan can be converted before the deadline if certain financing/share arrangements are implemented.

Option and other special rights

The board decided on the change in the terms of the option program decided on August 14, 2012 and amended on September 2, 2016. Registration of the change in the trade register is pending.

The board decided on the change in the terms of the option program concluded on April 12, 2017. The change has been registered in the trade register on 11 April 2023.

A total of 89,200 new A shares were subscribed based on the options granted by the company's board on April 12, 2017, June 20, 2018 and July 11, 2019. The new A shares have been registered in the trade register on April 11, 2023.

The share issue authorizations

No warrants and other special rights subscriptions in the financial year 2022

Directed share issues

Based on the authorization given to the board by the shareholders on 01.08.2019, the board decided on 22.07.2022 to issue 309,576 new E shares in a directed share issue. The new E-shares are registered in the trade register on December 1, 2022.

Based on the authorization given to the board by the shareholders on 01.08.2019, the board decided on 19.08.2022 to issue 185,747 new E shares in a directed share issue. The new E-shares are registered in the trade register on December 1, 2022.

No directed share issues.

Appendix to the operations

The number of shares in the company by type of shares and the main provisions of the Articles of Association concerning each class of shares

The company's share capital is divided by class of shares as follows:		
Shares (1 vote per share)		
Registered share capital:	31.12.2022	31.12.2021
A-share, number of	1601005	1511805
B-share, number of	2 115 345	2 115 345
C-share, number of	564722	564722
D-share, number of	1045296	1045296
E-share, number of	1547888	1052565
Total subscribed, paid, number of	6 874 256	6 289 733
The Articles of Association contain a redemption clause for shares.		

The Board of Directors proposal on measures for the financial year

The Board of Directors proposes that a loss of EUR-2 974 169,13 for the financial year be transferred to the Profit / Loss Account for previous years and no dividend is paid.

Salaries and remuneration of the CEO and members of the Board of Directors 2022

The CEO has received remuneration of EUR 243 067,13 in 2022.

Canatu Oy's actual Board members has received remuneration of EUR18000 in 2022.

Penneo document key: 524TU-NGU4K-MZOT4-NYY72-G6AC1-NKTQ0

CANATU

Signatures

Vantaa	May	2023
DocuSigned by: 3CEDBD23C3F9419. Ari Ahola member, appointed as Chairman DocuSigned by: 9ADCC5D6AC72445 Jörg Buchholz member		Bocusigned by: Sery Carried Law E3B06F0606AE45A Tony Cannestra member Besu8igned by: 832318BE63BF467 Denis Cherkasov member
DocuSigned by: Juna Kokkonen CEO Auditor's note		
Helsinki	(month)	2023
Ernst & Young Oy Tilintarkastusyhteisö		
Harri Kauttonen, KHT		
Business ID 1886098-1		

Tiilenlyöjänkuja 9 A FI-01720 Vantaa Business ID 1886098-1



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AUDITOR'S REPORT (Translation of the Finnish original)

To the Annual General Meeting of Canatu Oy

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Canatu Oy (business identity code 1886098-1) for the year ended 31 December, 2022. The financial statements comprise the balance sheet, income statement and notes.

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

Basis for Opinion

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures
 that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the
 effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the
 disclosures, and whether the financial statements represent the underlying transactions and events
 so that the financial statements give a true and fair view.

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

Other reporting requirements

Other information

The Board of Directors and the Managing Director are responsible for the other information. The other information comprises the report of the Board of Directors.

Our opinion on the financial statements does not cover the other information.

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

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

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

Helsinki 15.5.2023

Ernst & Young Oy Authorized Public Accountant Firm

Harri Kauttonen Authorized Public Accountant