

MINUTES OF THE ANNUAL GENERAL MEETING, HELD 29TH JUNE, 2020

The annual general meeting (the “General Meeting”) of Photon Energy N.V. , with the registered office at Barbara Strozilaan 201, 1071 NK Amsterdam, registered under number 51447126 (the “Company”) was held at the above mentioned office of the Company at 11:00 AM CET on Wednesday, June 29, 2020.

The Agenda of the General Meeting:

- 1. Opening and announcements; election of the chairman and secretary of the Meeting;**
- 2. Consideration of the annual report 2019 and approval of the annual financial statements (stand-alone and consolidated), annual report 2019 and allocation of the result;**
- 3. Granting discharge to the members of the Board of Directors of the Company;**
- 4. Granting authorization to the Board of Directors to acquire shares in the share capital of the Company;**
- 5. Approval of the admission of the shares at the main market of Prague Stock Exchange and Warsaw Stock Exchange, and an unregulated market of Frankfurt Stock Exchange, and granting authorization to the Board of Directors;**
- 6. Closing.**

- 1. Opening of the General Meeting; election of the chairman and secretary of the General Meeting and verification of quorum**

The General meeting was opened at 11:00 AM CET by Ms. Kristyna Diewokova.

She stated that the General Meeting of the Company had been duly convoked based on a decision of the Board of Directors and the notice of the General Meeting was published in accordance with the Articles of Association at least 42 days prior to the date of the General Meeting in the Dutch national newspaper **Trouw** on May 15, 2020 and on the Company’s website www.photonenergy.com. A copy of the notice publication is attached as Annex 1.

Ms. Diewokova stated that according to the attendance list, two shareholders are present at the General Meeting, holding in aggregate 43,109,500 shares and equal amount of votes in the Company which represent 84.22% of the total voting rights in the Company. The attendance list is attached as Annex 2. In accordance with the Articles of Association of the Company, each share confers the right to cast one vote.

Ms. Diewokova then established that the votes present at the General Meeting constitute a quorum and the General Meeting is able to adopt decisions.

Furthermore, Ms. Diewokova established that unless the law or Articles of Association require a larger majority, all resolutions shall be adopted by an absolute majority of votes cast.

Ms. Diewokova proposed that she becomes the chairman of the meeting and proposed the following resolution:

“The general meeting elects Ms. Kristyna Diewokova the Chairman of the General Meeting.”

The cast of votes was as follows:

For: 43,109,500 votes, i. e. 100% of those present at the General Meeting.

Against: 0 votes, 0% of those present at the General Meeting

Abstentions: 0 votes, 0% of those present at the General Meeting

Ms. Diewokova stated that she had been elected Chairman of the General Meeting by 100% of the votes cast. Furthermore, based on the Article 26.1 of the Company’s Articles of Association, she designates herself to be the secretary of the meeting, in line with the Dutch governmental regulations to minimize the people present at the general meetings.

2. Consideration of the annual report 2019; adoption of the Annual Financial Statements and Consolidated Financial Statements and annual report and allocation of the result.

The Chairman stated that the Annual Stand-alone Financial Statements for 2019 and the Consolidated Financial Statements for 2019 had been available to shareholders for inspection in the Company’s registered office 42 days prior to the General Meeting and on the Company’s website. The business result of the Company for 2019 was a consolidated loss equal to EUR -726,278 and the Board of Directors had proposed to transfer the loss of the Company to the consolidated retained earnings item in the shareholders equity. The standalone profit of the Company for 2019 was EUR 7,526,468. The Chairman proposed to transfer the standalone profit and add it to the retained earnings item in the shareholders equity. The Chairman stated that there were no other proposals. The Chairman asked the present shareholders to vote on the following resolution.

“The General Meeting hereby approves the Annual Financial Statements of the Company for 2019.”

The cast of votes was as follows:

For: 43,109,500 votes, i. e. 100% of those present at the General Meeting.

Against: 0 votes, 0% of those present at the General Meeting

Abstentions: 0 votes, 0% of those present at the General Meeting

The Chairman of the General Meeting stated that the resolution had been adopted by 100% votes of the shareholders attending the General Meeting and by the required majority of votes.

The Chairman asked the present shareholders to vote on the following resolution:

“The consolidated loss of the Company equal to EUR -726,278 shall be transferred to the consolidated retained earnings in the shareholders equity.”

The cast of votes was as follows:

For: 43,109,500 votes, i. e. 100% of those present at the General Meeting.

Against: 0 votes, 0% of those present at the General Meeting

Abstentions: 0 votes, 0% of those present at the General Meeting.

The Chairman of the General Meeting stated that the resolution had been adopted by 100% votes of the shareholders attending the General Meeting and by the required majority of votes.

The Chairman asked the present shareholders to vote on the following resolution:

“The profit of the Company equal to EUR 7,526,468 shall be transferred to the retained earnings in the shareholders equity.”

The cast of votes was as follows:

For: 43,109,500 votes, 100% of those present at the General Meeting.

Against: 0 votes, 0% of those present at the General Meeting

Abstentions: 0 votes, 0% of those present at the General Meeting.

The Chairman of the General Meeting stated that the resolution had been adopted by 100% votes of the shareholders attending the General Meeting and by the required majority of votes.

3. Granting discharge to the members of the Board of Directors of the Company.

The chairman proposes to discharge and release the Board of Directors of the Company from liability for their conduct performed in and relating to the financial year of 2019. The Chairman asked the present shareholders to vote on the following resolution:

“The General Meeting hereby discharges, and releases the Board of Directors of the Company from liability, for their conduct performed in and relating to the financial year of 2019.”

The cast of votes was as follows:

For: 43,109,500 votes, i.e. 100% of those present at the General Meeting.

Against: 0 votes, 0% of those present at the General Meeting

Abstentions: 0 votes, 0% of those present at the General Meeting.

The Chairman of the General Meeting stated that the resolution had been adopted by 100% votes of the shareholders attending the General Meeting and by the required majority of votes.

4. Granting authorization to the Board of Directors to acquire shares in the share capital of the Company.

The Chairman proposed that the General Meeting authorizes the Board of Directors to acquire the Company's shares up to the maximum number allowed by law and the Company's Articles of Association. Such shares should be acquired on public markets only. The Chairman informed that according to the Articles of the Association of the Company, the Company may only acquire fully paid up shares in its own share capital for no consideration or provided that the Company's equity minus the acquisition price is not less than the aggregate amount of the issued share capital and the reserves which must be maintained pursuant to the law. The Chairman asked the present shareholders to vote on the following resolution:

“The General Meeting hereby authorizes the Board of Directors for a period of 18 months, commencing on this date and consequently ending on 29th December, 2021 to acquire shares in the share capital of the Company, or depository receipts thereof, for consideration. The Board of Directors is authorized to acquire the maximum number of shares permitted by the law and the Company’s Articles of Association. The shares may be acquired by purchase on NewConnect, a multilateral trading facility operated by the Warsaw Stock Exchange, or by purchase on the stock market operated by the Prague Stock Exchange. The price for the shares must be at least equal to the nominal value of shares and may not exceed the average of closing prices of shares during the five trading days prior to the date of the purchase, published by NewConnect or Prague Stock Exchange, increased by ten percent.”

The cast of votes was as follows:

For: 43,109,500 votes, i.e. 100% of those present at the General Meeting.

Against: 0 votes, 0% of those present at the General Meeting

Abstentions: 0 votes, 0% of those present at the General Meeting.

The Chairman of the General Meeting stated that the resolution had been adopted by 100% votes of the shareholders attending the General Meeting and by the required majority of votes.

5. Granting the approval for the admission of the shares of the Company to the main markets of Prague Stock Exchange and Warsaw Stock Exchange, and quotation board of Frankfurt Stock Exchange, and granting an authorization to the Board of Directors in connection therewith.

The Chairman asked the present shareholders to vote on the following resolution:

“The General Meeting hereby authorizes the Board of Directors to draft Prospectus and take all necessary steps in connection with the admission of the shares to the main market of the Warsaw and Prague Stock Exchanges, and the Quotation Board of the Frankfurt Stock Exchange.”

The cast of votes was as follows:

For: 43,109,500 votes, i.e. 100% of those present at the General Meeting.

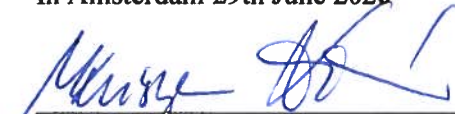
Against: 0 votes, 0% of those present at the General Meeting


Abstentions: 0 votes, 0% of those present at the General Meeting.

The Chairman of the General Meeting stated that the resolution had been adopted by 100% votes of the shareholders attending the General Meeting and by the required majority of votes.

The Chairman stated that there were no more items for discussions and voting. He thanked the shareholders for their participation and closed the General Meeting.

In Amsterdam 29th June 2020



Kristyna Diewokova
Chairman

Kristyna Diewokova
Secretary

Financiële berichten

NOTICE OF THE ANNUAL GENERAL MEETING OF PHOTON ENERGY N.V.

with its registered address at Barbara Strozziilaan 201, 1083 HN Amsterdam, The Netherlands, registered with the Chamber of Commerce in Amsterdam under number 51447126 (the "Company") to be held at the registered address of the Company at Barbara Strozziilaan 201, 1083 HN Amsterdam, The Netherlands, on June 29, 2020, at 11:00 a.m. CET.

Agenda of the Annual General Meeting (the "Meeting"):

1. Opening and announcements; election of the chairman and secretary of the Meeting;
2. Consideration of the annual report 2019 and approval of the annual financial statements (stand-alone and consolidated), annual report 2019 and allocation of the result;
3. Granting discharge to the members of the Board of Directors of the Company;
4. Granting authorization to the Board of Directors to acquire shares in the share capital of the Company;
5. Approval of the admission of the shares at the main market of Prague Stock Exchange and Warsaw Stock Exchange, and an unregulated market of Frankfurt Stock Exchange, and granting authorization to the Board of Directors to draft Prospectus and take all necessary steps in connection with the admission of the shares on the main markets as stated above;
6. Closing.

All the documentation concerning the Meeting including the agenda, annual report 2019 with explanatory notes as well as draft of the resolutions are available for inspection by shareholders at the Company's registered address and on the website at: <http://en.photonenergy.com/general-meetings> since the date of this announcement until the date of the Meeting. In accordance with the Articles of Association of the Company, the shareholders of the Company, entitled to attend and vote at the Meeting, are shareholders who obtain from their custodian bank, a brokerage house, an investment firm or other authorized entity operating their investment accounts on which the Company's shares are registered, a depository certificate ("swiadectwo depozytowe") evidencing their shareholding in the Company on June 1, 2020 (the "Record Date"), irrespective of who the shareholders of the Company are at the time of the Meeting. Persons/entities who are entitled and wish to attend and vote at the Meeting will be allowed to attend and vote only if they provide, at the latest during the registration for the Meeting, below documents:

(i) identity document, such as his/her passport in case of physical persons or an extract from the companies register in case of a legal entity and the passport of the authorised representatives of such entity;

(ii) a proxy form, on the basis of which a shareholder can authorize a third party to act and cast a vote on behalf of a shareholder. A proxy form must be laid down in writing and shall be sent (by post to the Company's headquarters or by e-mail to kd@photonenergy.com) prior to the General Meeting together with the depository certificate and presented at the registration. A proxy form can be downloaded from the website of the Company: <http://en.photonenergy.com/general-meetings>;

(iii) a depository certificate issued by the shareholder's relevant broker, investment firm or a custodian bank, that on the Record Date he was included in the records of the bank or the broker as the holder of the Company's shares.

All shareholders who intend to attend the Meeting are requested to inform the Company and send their depository certificates either to the Company's registered address or by email at kd@photonenergy.com, by June 22, 2020 at the latest. Registration of admittance will take place on June 29, 2020, from 9:30am to 11:00am CET, i.e. before the commencement of the Meeting and it will not be possible to register and attend the Meeting after that time. The Company does not provide for the possibility of participation in, or voting at, the Meeting through the use of electronic means of communication.

Board of Directors Photon Energy N.V.

Georg Hotar Michael Gartner
Director Director

Bij het handelsregister zijn langs elektronische weg openbaar gemaakt de door de wet voorgeschreven stukken in verband met de voorgenomen juridische fusie van de volgende besloten vennootschappen met beperkte aansprakelijkheid:

- AG Trustees B.V. (de verkrijgende vennootschap);
- AG Treasury B.V.;

beiden statutair gevestigd te Tilburg en beiden kantoorhoudende te 5037 DX Tilburg, Professor Cobbenhagenlaan 818.

VTTI Terminals I B.V., ingeschreven in het handelsregister onder nummer 34287185 als verkrijgende vennootschap en **Namibia Tank Terminal B.V.**, ingeschreven in het handelsregister onder nummer 69489939 als verdwijnende vennootschap, beide gevestigd te Rotterdam en kantoorhoudende te (3062 MB) Rotterdam, K.P. van der Mandelelaan 130, kondigen aan dat in het licht van een voorgenomen juridische fusie, bij het handelsregister en ten kantore van de vennootschappen de stukken als bedoeld in artikel 2:314 leden 1 en 2 van het Burgerlijk Wetboek zijn neergelegd dan wel langs elektronische weg openbaar zijn gemaakt bij het handelsregister en ten kantore van de vennootschappen.

Inzake de voorgenomen fusie, als bedoeld in titel 7 van Boek 2 van het Burgerlijk Wetboek, van **WENCKE Groep B.V., gevestigd te Eindhoven**, kantoorhoudende te 5627 NV Eindhoven, Cotentijnlaan 53 (de verkrijgende vennootschap) en **WerkAdvies B.V., gevestigd te Eindhoven**, kantoorhoudende te 5627 NV Eindhoven, Cotentijnlaan 53 (de verdwijnende vennootschap), kondigen de besturen van deze vennootschappen aan dat het voorstel tot fusie, alsmede de door de wet voorgeschreven stukken, ter inzage zijn gelegd ten kantore van het Handelsregister van de Kamer van Koophandel, alsmede ten kantore van de vennootschappen een en ander op de wijze zoals door de wet voorgeschreven.

VTTI Terminals I B.V., ingeschreven in het handelsregister onder nummer 34287185 als verkrijgende vennootschap en **VTTI S.E. Asia B.V.**, ingeschreven in het handelsregister onder nummer 54600243 als verdwijnende vennootschap, beide gevestigd te Rotterdam en kantoorhoudende te (3062 MB) Rotterdam, K.P. van der Mandelelaan 130, kondigen aan dat in het licht van een voorgenomen juridische fusie, bij het handelsregister en ten kantore van de vennootschappen de stukken als bedoeld in artikel 2:314 leden 1 en 2 van het Burgerlijk Wetboek zijn neergelegd dan wel langs elektronische weg openbaar zijn gemaakt bij het handelsregister en ten kantore van de vennootschappen.

VTTI Terminals I B.V., ingeschreven in het

Fusie Exact Cloud Development Benelux B.V. en Exact Cloud Development International B.V.

Exact Cloud Development Benelux B.V. en Exact Cloud Development International B.V., beiden met zetel te Delft en adres Molengraaffsingel 33, 2629 JD Delft, kondigen hierbij aan dat bij het handelsregister, de in artikel 2:314 lid 1 Burgerlijk Wetboek bedoelde stukken zijn neergelegd. Deze stukken en de stukken bedoeld in artikel 2:314 lid 2 Burgerlijk Wetboek liggen ter inzage ten kantore van deze rechtspersonen voor aandeelhouders en de werknemers van de vennootschap tot het tijdstip van fusie, en bij Exact Cloud Development Benelux B.V., tot zes maanden nadien.

Bij het handelsregister zijn langs elektronische weg openbaar gemaakt de door de wet voorgeschreven stukken in verband met de voorgenomen juridische fusie van de volgende besloten vennootschappen met beperkte aansprakelijkheid:

- H.C.W.M. van de Wouw Beheer B.V., statutair gevestigd te Heukelom (de verkrijgende vennootschap);
- Van de Wouw Beheermaatschappij B.V., statutair gevestigd te Berkel-Enschot; beiden kantoorhoudende te 5059 AR Heukelom, Oisterwijksebaan 6 A.

De stukken bedoeld in artikel 2:314 lid 2 BW zijn tevens neergelegd op het kantoor van genoemde vennootschappen.

Fusie Exact Cloud Solutions Holding B.V. en Exact Benelux Holding B.V.

Exact Cloud Solutions Holding B.V. en Exact Benelux Holding B.V., beiden met zetel te Delft en adres Molengraaffsingel 33, 2629 JD Delft, kondigen hierbij aan dat bij het handelsregister, de in artikel 2:314 lid 1 Burgerlijk Wetboek bedoelde stukken zijn neergelegd. Deze stukken en de stukken bedoeld in artikel 2:314 lid 2 Burgerlijk Wetboek liggen ter inzage ten kantore van deze rechtspersonen voor aandeelhouders en de werknemers van de vennootschap tot het tijdstip van fusie, en bij Exact Cloud Solutions Holding B.V., tot zes maanden nadien.

Fusie Exact Group B.V. en Exact Cloud Solutions Holding B.V.

Exact Group B.V. en Exact Cloud Solutions Holding B.V., beiden met zetel te Delft en adres Molengraaffsingel 33, 2629 JD Delft, kondigen hierbij aan dat

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