PHOTON ENERGY N.V.

with its registered seat in Amsterdam, The Netherlands

INFORMATION DOCUMENT

PREPARED FOR THE INTRODUCTION OF 27,000,000 ORDINARY SHARES TO NEWCONNECT, THE ALTERNATIVE TRADING SYSTEM OPERATED BY THE WARSAW STOCK EXCHANGE

This information document has been prepared in relation to seeking introduction of financial instruments referred to herein to trading in the alternative trading system operated by the Warsaw Stock Exchange.

Introduction of financial instruments to trading in the alternative trading system shall not be tantamount to admission or introduction of such instruments to trading on the regulated (main or parallel) market operated by the Warsaw Stock Exchange.

Investors should be aware of risks involved in investments in financial instruments listed in the alternative trading system and their investment decisions should be preceded by an appropriate analysis and, if necessary, consultations with an investment adviser.

The contents of this information document have not been approved by the Warsaw Stock Exchange for compliance of information provided therein with the facts or legal regulations.

Authorized Advisor:

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25 September 2013

DECLARATION OF THE ISSUER

Company name:	**Photon Energy N.V.**
Legal form:	Dutch public company with limited liability *(Naamloze Vennootschap)*
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Internet:	www.photonenergy.com
Registration number:	51447126
Tax number	8500.20.827

Physical person(s) acting on behalf of the Issuer

Name	**Title**
Georg Hotar	Director
Michael Gartner	Director

The Issuer is responsible for all information contained in this Information Document.

Hereby we declare that according to our best knowledge and with due care exercised to ensure, information contained in this Information Document is true, fair, and reflects the facts and does not omit anything that could affect its significance and valuation of financial instruments introduced to trading, and this Information Document provides a reliable description of risk factors related to participation in trading in given instruments.

.....
Georg Hotar

DECLARATION OF THE AUTHORIZED ADVISOR

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Physical person(s) acting on behalf of the Authorized Advisor

Name	**Title**
Bogusława Cimoszko Skowroński	President

Authorized Advisor hereby declares that this Information Document has been prepared in accordance with requirements set out in Exhibit 1 to Alternative Trading System Rules as adopted by the Warsaw Stock Exchange Management Board through Resolution No. 147/2007 dated 1 March 2007 (as amended), and that according to the best of its knowledge and pursuant to documents and information provided to it by the Issuer, the information contained in this Information Document is true, fair, and reflects the facts and does not omit anything that could affect its significance and valuation of financial instruments introduced to trading, and this Information Document provides a reliable description of risk factors related to participation in trading in given instruments.

.....
Bogusława Cimoszko Skowroński

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I. NAME, LEGAL FORM, COUNTRY OF RESIDENCE, REGISTERED ADDRESS TOGETHER WITH TELECOMMUNICATIONS NUMBERS, CODE ACCORDING TO THE APPROPRIATE STATISTICAL CLASSIFICATION AND NUMBER ACCORDING TO THE APPROPRIATE TAX IDENTIFICATION

Company name:	**Photon Energy N.V.**
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Email:	info@photonenergy.com
Internet:	www.photonenergy.com
Registration number:	51447126
Tax number:	8500.20.827

II. SPECIFICATION OF NUMBER, TYPE, UNIT NOMINAL VALUE AND CODE OF ISSUE OF FINANCIAL INSTRUMENTS BEING INTRODUCED TO TRADING IN THE ALTERNATIVE SYSTEM

The instruments introduced to trading on the basis of this Information Document are 27,000,000 (twenty-seven million) ordinary registered shares with a nominal value of EUR 0.01 (one Euro Cent) each.

Shares introduced to trading on the basis of this Information Document represent 54% of the registered capital of the Issuer, and authorize their holders to 54% of the votes at the General Meeting of the Issuer.

The remaining 23,000,000 (twenty-three million) shares were introduced to trading in the NewConnect alternative trading system on 29 May 2013. As of the date of this Information Document the registered capital of the Issuer consists of 50,000,000 (fifty million) ordinary registered shares with a nominal value of EUR 0.01 (one Euro Cent) each.

III. INFORMATION ABOUT SUBSCRIPTION OR SALE OF FINANCIAL INSTRUMENTS CONCERNED BY THE APPLICATION FOR INTRODUCTION WHICH TOOK PLACE WITHIN THE LAST 12 MONTHS PRECEDING THE DATE OF SUBMISSION OF THE APPLICATION FOR INTRODUCTION

On 30 June 2013, Solar Age Investments B.V. (SAI), formerly Minority Shareholders Photon Energy B.V., subscribed for 27,000,000 newly-issued shares (par value EUR 0.01 each) at an issue price of EUR 0.89

(PLN 3.85) per share, for a total investment of EUR 24.03 million (PLN 104.031 million). The subscription price represented a 177% premium over the Friday, 28 June 2013 closing share price of PLN 1.39 (EUR 0.32) on NewConnect. SAI realised its investment by offsetting its corresponding receivable against Photon Energy N.V. For more information please refer to chapters IV and VIII.

Specification of the subscription, pursuant to par. 4.1 of Exhibit 3 to the ATS Rules, is as follows:

1) start and end dates of subscription or sale: 30 June 2013
2) date of allotment of financial instruments: 30 June 2013
3) number of financial instruments subject to subscription or sale: 27,000,000
4) rate of reduction in each tranche if the number of financial instruments allotted was smaller than the subscribed number in at least one tranche: not applicable
5) number of financial instruments allotted in the course of subscription or sale: 27,000,000
6) acquisition (taking up) price of financial instruments: EUR 0.89
7) number of persons that subscribed for financial instruments subject to subscription or sale in each tranche: 1
8) number of persons that were allotted financial instruments in the course of subscription or sale in each tranche: 1
9) names (business names) of underwriters that took up financial instruments under underwriting agreements, the number of financial instruments taken up by them and the actual price of a financial instrument unit (issue price or sale price less underwriting fee for taking up a financial instrument unit acquired by the underwriter under an underwriting agreement): not applicable
10) total costs classified as issue costs, specification of costs per title, broken down at least to costs of
    a) preparing and implementation of the offering: approx. EUR 2 thousand
    b) fees for each underwriter: not applicable
    c) preparing an information document, including advisory costs: approx. EUR 4 thousand
    d) promoting the offering: not applicable

IV. LEGAL BASIS OF THE ISSUE OF THE FINANCIAL INSTRUMENTS, INCLUDING AUTHORITY OR PERSONS AUTHORIZED TO MAKE DECISION ABOUT THE ISSUE OF THE FINANCIAL INSTRUMENTS, DATE AND FORM OF THAT DECISION TOGETHER WITH ITS CONTENT, AND INFORMATION WHETHER SHARES HAVE BEEN TAKEN UP FOR CASH, OTHER CASH CONTRIBUTIONS OR NON-CASH CONTRIBUTIONS

The Shares introduced to trading on the basis of this Information Document were issued with respect to the decision of the Management Board of Photon Energy N.V. as of 30 June 2013.

On 30 June 2013 the Management Board of Photon Energy N.V. resolved to issue to Solar Age Investments B.V. 27,000,000 ordinary registered shares in the capital of the Issuer with a nominal value of EUR 0.01 each, as well as to exclude the pre-emption rights with respect to the issue of the Shares.

The Shares were issued against payment in cash of EUR 0.89 per share (EUR 24,030,000 in total for 27,000,000 Shares). However, instead of contributing cash, SAI realised its investment by offsetting its

corresponding receivable against Photon Energy N.V. in the amount of EUR 24,416,543 related to the Group restructuring. Upon the issuance of the Shares, the remainder of the SAI's receivable against the Issuer amounted to EUR 386,543.

Before the issuance of the Shares, receivable in the amount of approx. EUR 25 million resulting from the restructuring process and transfers of assets between Czech-based Phoenix Energy a.s. and Dutch-based Photon Energy N.V., was transferred by Photon Energy Investments SK N.V. through several parties to Solar Age Investments B.V.

Upon the issuance of the Shares, Solar Age Investments B.V. (formerly Minority Shareholders Photon Energy B.V.) became a controlling shareholder of the Issuer, owning 28,263,074 shares in total representing 56.53% of the Company's registered capital.

As of the date of this Information Document, all 50,000,000 Issuer's shares are registered with the respective commercial registry operated by the Dutch Chamber of Commerce (Kamer van Koophandel).

The full text of the respective Management Board Resolution as of 30 June 2013 is provided in chapter 14.3. (page 98).

The General Meeting may resolve to issue shares, unless another corporate body of the Company has been designated by the General Meeting as the competent corporate body to resolve to issue shares. This designation may be granted for a period of not more than five years. The number of shares that may be issued shall be stipulated in the aforesaid designation. Shares may not be issued at less than their nominal value. The designation may be extended from time to time by the General Meeting, for a period not exceeding five years. Unless the designation provides otherwise, it may not be withdrawn. As long as the designation is in force, the General Meeting shall not be authorized to resolve to issue shares.

On December 17, 2012, the shareholders of the Issuer designated the Board of Directors for a period of five years, commencing on the date on which the present amendment of articles of association becomes effective and consequently ending on the 17th day of December, 2017, as competent to issue shares and to grant rights to subscribe for shares. Upon the designation, it was determined that the authority to issue shares and to grant rights to subscribe for shares concerns all unissued shares of the authorised share capital as applicable now or at any time in the future.

By resolution, dated the 17th day of December 2012, the shareholders of the Issuer designated the Board of Directors for a period of five years, commencing on the date on which the present amendment of articles of association becomes effective and consequently ending on the 17th day of December 2017, as competent to limit or exclude pre-emption rights in respect of shares.

V. DATES AS OF WHICH THE SHARES PARTICIPATE IN THE DIVIDEND

All of the 50,000,000 shares in the registered capital of the Issuer have the same rights with regard to the dividend. The rights to dividend are described in chapter 6.1.1.

The Company's General Meeting held on 17 May 2013 adopted a resolution on allocation of the net result and net consolidated result for the financial year 2012. The General Meeting decided to:

1. transfer the loss of EUR 10,799,325 and add it to the retained earnings item in the shareholders' equity;
2. transfer the consolidated loss of EUR 12,633,642 and add it to the consolidated retained earnings item in the shareholders' equity.

VI. SUMMARY OF RIGHTS AND OBLIGATIONS UNDER FINANCIAL INSTRUMENTS, STIPULATED ADDITIONAL BENEFITS TOWARDS THE ISSUER BEING AN OBLIGATION OF THE PURCHASER AS WELL AS THE OBLIGATIONS STIPULATED IN THE ARTICLES OF ASSOCIATION OR LEGAL REGULATIONS FOR THE PURCHASER OR SELLER TO OBTAIN APPROPRIATE PERMITS OR AN OBLIGATION TO MAKE SPECIFIC NOTIFICATIONS

6.1. Rights attached to financial instruments and rules for their existence

Rights attached to the Issuer's shares are defined by the relevant collection of laws: Dutch Civil Code, the Financial Supervision Act as well as the Company's Articles.

The shares shall be issued in registered form only. The full nominal value of the shares must be paid upon issue and the shares shall only be available without issue of a share certificate in the form of an entry in the share register. The register of shareholders shall be maintained by the Board at the Company's corporate headquarters in Amsterdam, the Netherlands. If an investor holds shares in a securities account through Euroclear Nederland, transfers and pledges can be made through Euroclear Nederland via a book-entry transfer or pledge.

Apart from regulations described below, the Issuer is not aware of any other legal restrictions resulting from Dutch law, which could prevent the exercise of rights arising from the shares held by foreign shareholders.
In accordance with art. 92 of the Dutch Civil Code, all shares shall rank pari passu in proportion to their amount, and all shareholders and holders of depositary receipts whose circumstances are equal must be treated in the same manner.

6.1.1. Dividend

Right to a dividend
In accordance with Dutch law and article 31 of the Articles, the Company may make distributions to its shareholders and other persons entitled to distributable profits in so far as the Company's equity exceeds the aggregate amount of the issued share capital plus the reserves the Company is required to maintain by Dutch law .

Pursuant to Dutch law, the following statutory reserves must be maintained:

(a) Each contributing legal person shall set aside a reserve equal to the nominal value amount of the shares for which it subscribed, which may be made from reserves of a type which do not preclude the same.

(b) A company shall maintain a non-distributable reserve in the amount of the loans granted by the company for the purpose of the subscription or acquisition by third parties of shares in its own capital or of depositary receipts issued therefor.

(c) Insofar as the legal person capitalizes the expenses in connection with the incorporation and the issue of shares and the research and development costs, it must maintain a reserve for the amount thereof.

(d) The legal person must maintain a reserve in the amount of its share in the positive results from participating interests and in any direct increases in its equity since the first valuation of the net asset value of the participating interest.

(e) Increases or decreases in value of any participating interest due to conversion of the equity invested therein and the conversion of currency of the participating interest into the currency in which the legal person prepares its annual accounts shall be reflected in an increase or decrease, as the case may be, of the reserve for conversion differences.

(f) Any increases in fair value of tangible fixed assets, intangible fixed assets and stocks and derivatives which are not agricultural stocks shall be reflected in a revaluation reserve and a hedging reserve. Increases in other assets which are valued at their actual value shall be reflected in a revaluation reserve unless these are reflected in an increase of the results. The legal person shall furthermore form a revaluation reserve out of its distributable reserves or out of the results for the financial year, to the extent any increase in the value of assets which are still present on the balance sheet date was used to increase the results of the financial year. No revaluation reserve shall be formed for assets referred to in the previous sentence in respect of which there are frequent market quotations.

(g) Any differences that arise on conversion of assets and liabilities shall be accounted for in the profit and loss account, provided they may be applied against the credit or debit of a non-distributable reserve insofar as they relate to fixed assets or forward transactions covering the same; in such case the total of the positive and negative differences shall be disclosed.

Amount of dividend

The profits shall be at the free disposal of the General Meeting. Any distribution of profits shall be made after the adoption of the annual accounts by the General Meeting from which it appears that distributions to shareholders are permitted. Each year within five months after the end of the financial year of the Company, save where this period is extended by a maximum of six months by the General Meeting on account of special circumstances, the board shall prepare its annual accounts and shall make the same available for inspection by the shareholders at the office of the Company. The annual meeting shall be held within six months from the end of the Company's financial year. General Meeting may determine that

distribution of dividends and other distributions shall be made in whole or in part in a form other than cash.

Shares held by the Company

Shares which the Company holds in its own share capital shall not be counted when determining the division of the amount to be distributed on shares, unless a right of usufruct or pledge has been created on these shares.

Interim distributions

The Company may make interim distributions provided that the Company's equity exceeds the sum of its paid-in and called-up share aggregate amount of the issued share capital plus the reserves as evidenced by an interim financial statement of assets and liabilities. This statement relates to the condition of such assets and liabilities on a date not earlier than the first day of the third month preceding the month in which the resolution to distribute is published. The statement shall be prepared on the basis of generally acceptable valuation methods. The amounts to be reserved under Dutch law shall be included in such statement of assets and liabilities. It shall be signed by the directors and, if one or more of their signatures is missing, this shall be stated, giving the reason therefor. The Company shall deposit the financial statement at the offices of the trade register within eight days after the day on which the resolution to distribute is published.

Expiration of right to the dividend payment

Dividends and other distributions shall be due and payable four weeks after they have been declared, unless the General Meeting determines another date on the proposal of the Board. Dividends and other distributions which have not been collected within five years of the start of the day after the day on which they became due and payable, shall revert to the Company.

Notifications to shareholders, usufructuaries and pledgees regarding the availability for payment of dividends and other distributions shall be given by means of an announcement made by electronic means of communication.

Distribution of profits in breach with requirements

Any distribution in breach of the equity requirements or the requirements regarding interim distributions must be repaid by the shareholders or any person entitled to profits who was or ought to have been aware that such distribution was not permitted.

No exclusion to dividend

None of the shareholders may be wholly excluded from sharing in the profits. The Articles do not specify any privileges in respect to profit distribution, which means, each share carries right to the equal amount of profit distribution. The Company's shareholders do not have cumulative dividend rights.

6.1.2. Voting rights

Voting rights

Each Share with the nominal value of EUR 0.01 represents 1 vote. The persons who on the record date, to be set by the Board in accordance with Dutch law, have the right to vote or attend the meeting and have been registered as such in a register designated by the Board shall be deemed to have such rights, irrespective of to whom are entitled to the shares at the time of the General Meeting. The notice of meeting shall mention the record date as well as the manner in which the persons entitled to vote and attend the General Meeting can register and the manner in which they can exercise their rights.

The Board may determine that each shareholder and each usufructuary and pledgee to whom the voting rights accrue be authorised to attend the General Meeting in person or by a proxy authorised in writing, to address the General Meeting and, to the extent he is entitled to the voting rights, to exercise the voting rights by electronic means of communication. To do so, the shareholder, usufructuary or pledgee must be identifiable through the electronic means of communication and be able to directly observe the proceedings at the meeting. The Board may set conditions for the use of the electronic means of communication, provided that these conditions are reasonable and necessary for the identification of the shareholder, usufructuary or pledgee and the reliability and security of the electronic communication. These conditions shall be mentioned in the notice of the meeting.

Upon convening a General Meeting the Board may determine that votes which are cast prior to the General Meeting by electronic means of communication or by letter shall be put on par with votes which are cast at the time of the meeting. These votes shall be cast not earlier than on the record date to be set by the Board. The persons who on a date to be set upon the convening of the General Meeting have the right to vote or attend the meeting and have been registered as such in a register designated by the Board shall be deemed to have such rights, irrespective of to whom are entitled to the shares at the time of the General Meeting. The notice of meeting shall mention the record date as well as the manner in which the persons entitled to vote and attend the General Meeting can register and the manner in which they can exercise their rights.

No votes may be cast in respect of a share held by the Company or a subsidiary company. No votes may be cast in respect of a share the depositary receipt for which is held by the Company or a subsidiary company. However, the holders of a right of usufruct and holders of a right of pledge on shares held by the Company or a subsidiary company are not excluded from their right to vote, if the right of usufruct or the right of pledge was granted prior to the time such share was held by the Company or such subsidiary company. Neither the Company nor a subsidiary company may cast votes in respect of a share on which it holds a right of usufruct or a right of pledge.

General Meeting

General Meetings shall be held in Amsterdam, Haarlemmermeer, The Hague or Rotterdam. A General Meeting shall be held at least once a year within the period required by Dutch law, which is currently no later than six months after the end of our financial year. Notice of a General Meeting shall be given by announcement in a national daily newspaper and by means of an announcement made by electronic means of communication which is directly and permanently accessible until the General Meeting. Notice of a General Meeting shall be given no later than on the forty-second day prior to the date of the meeting. If

the notice period was shorter or if no notice was sent, no valid resolutions may be adopted. The notice shall set forth the date, place and time of the meeting, the matters to be considered, the procedure for attending the General Meeting by a proxy authorised in writing, and the procedure for attending the General Meeting and the exercise of the voting rights by any means of electronic communication in the event the board determines that such procedure may be used. Extraordinary General Meetings shall be held as frequently as deemed necessary by the Board. Further, within three months after it has become evident to the Board that the Company's equity has decreased to an amount equal to or less than half of the issued share capital, a General Meeting shall be held to discuss the measures to be taken, if necessary.

Quorums

Resolutions proposed to the General Meeting must be adopted by a simple majority of votes cast, unless another majority of votes and/or a quorum is required by virtue of Dutch law or the Articles.

Pursuant to the Articles the following quorums are required:

- A resolution of the General Meeting to limit or exclude pre-emption rights or to designate another body of the Company as the body competent to limit or exclude pre-emption rights shall require a majority of at least two thirds of the votes cast, if less than half of the issued share capital is represented at the meeting.

- A resolution of the General Meeting to a grant of rights to subscribe for shares shall require a majority of at least two thirds of the votes cast, if less than half of the issued share capital is represented at the meeting.

- A resolution of the Board to grant a loan, in respect of the subscription for or acquisition of shares in the Company's share capital or depositary receipts for such shares by other persons, shall be subject to the prior approval of the General Meeting. A resolution to approve the grant of the loan shall require a majority of at least ninety-five per cent of the votes cast.

- A resolution to reduce the issued share capital shall require a majority of at least two thirds of the votes cast, if less than half of the issued share capital is represented at the meeting. Further, reduction of the nominal value of shares without repayment shall be effected pro rata to all shares. The pro rata requirement may be waived with the consent of all shareholders. Partial repayment on shares may only be made pursuant to a resolution to reduce the nominal value of the shares. Such a repayment shall be effected pro rata on all shares. The pro rata requirement may be waived with the consent of all shareholders.

- If a proposal to amend the articles of association is to be made to the General Meeting, such shall always be mentioned in the notice of the General Meeting. The persons who have given such notice shall simultaneously make a copy of the proposal including the literal text of the proposed amendment available at the offices of the Company for inspection by each shareholder and each usufructuary and pledgee to whom the voting rights accrue until the end of the meeting. Failing such, the resolution regarding the proposal may only be adopted by unanimous vote at a meeting at which the entire issued share capital is represented.

6.1.3. Right to convene a General Meeting

Pursuant to the Articles, the Board shall be authorised to convene a General Meeting. If the authorised persons fail to hold a General Meeting as prescribed by law or the Articles any shareholder may be authorised by the interim provisions judge of the district court to proceed to do so himself.

In addition, one or more shareholders, who jointly represent at least 10% of the issued capital, may on their application be authorised by the district court in preliminary relief proceedings to convene a General Meeting. As the Articles do not provide for a lesser amount regarding the right to convene a General Meeting by shareholders, one or more shareholders who jointly represent at least 10% of the issued capital have the right to convene a General Meeting.

The district court in preliminary relief proceedings shall disallow the application if it does not appear to him that the applicants have previously requested the board in writing, stating the exact matters to be considered, to convene a general meeting and the board has not taken the necessary steps so that the general meeting could be held within six weeks after the request.

6.1.4. Right to request the placement of an item on the agenda of the General Meeting

One or more holder of shares who, alone or jointly, represent 3% of the issued capital may request a matter to be considered at the General Meeting. Pursuant to the Articles, a matter of which discussion has been requested in writing by one or more shareholders, usufructuaries or pledgees to whom the voting rights accrue who are so entitled by Dutch law shall be mentioned in the notice of meeting or announced in a supplementary notice if the Company has received the request, including the reasons, or a proposal for a resolution no later than on the sixtieth day prior to the date of the meeting. The requirement of written form for the request shall be met if the request has been recorded electronically.

6.1.5. Right to take a formal actions against General Meeting resolutions

Upon the written application of one or more holders of shares or depositary receipts issued for shares who, solely or jointly, represent at least 10% of the issued capital or who are entitled to an amount in shares or depositary receipts issued therefor with a nominal value of EUR 225,000 or such lesser amount as is provided by the articles of association, the Enterprise Division of the Court of Appeal in Amsterdam may appoint one or more persons to undertake an inquiry into the policy and conduct of business of a company limited by shares either as a whole or in respect of a part thereof or in respect of a specific period. In addition, persons authorised by the articles of association or under an agreement with the company limited by shares are entitled to file an application for an inquiry.

Where an immediate remedy (e.g. the suspension or avoidance of a shareholders' resolution) is required in connection with the condition of the company limited by shares or in the interest of the inquiry, the Enterprise Division may at any stage of the proceedings, upon the application of the applicants, order such remedy for the duration of the proceedings at most.

As the Articles do not include any provisions regarding the right to file an application for an inquiry with the Enterprise Division, the right to take formal actions applies to one or more shareholders or depositary receipts issued for shares who, solely or jointly, represent at least 10% of the issued capital.

6.1.6. Right to elect a Supervisory Board member

The Company does not have a supervisory board. Any future supervisory board members of the Company need to be appointed by the General Meeting by a simple majority of the votes cast. The Articles do not provide for any provisions regarding the right to elect a supervisory board member.

The articles of association may restrict the circle of persons eligible for appointment by imposing requirements which the supervisory board members must meet. The requirements may be waived by a resolution of the General Meeting adopted by two-thirds of the votes cast representing more than one half of the issued capital. The articles of association may also provide that an appointment by the General Meeting shall be made from a list of candidates containing the names of at least two persons for each vacancy to be filled. Notwithstanding the foregoing, the General Meeting may, at all times, by a resolution passed with a two-thirds majority of the votes cast representing more than one half of the issued capital, resolve that such list shall not be binding. In the event of a "large" company under Dutch law (i.e. balance sheet of EUR 16 million, establishment of a works council and the company employs at least 100 employees in the Netherlands), other provisions apply.

6.1.7. Right to information

The Board shall provide to the General Meeting all the information it requests, unless this conflicts with a substantial interest of the Company.

6.1.8. Right of usufruct and right of pledge on shares

Usufruct

The creation of a right of usufruct on an interest in a collective depot shall be effected by means of a credit entry in the name of the usufructuary in the records of the intermediary. The transfer of a right of usufruct on an interest in a collective depot shall be effected by means of a debit entry in the name of the transferor and a credit entry in the name of the acquirer in the records of the intermediary. Pursuant to the Articles, the voting rights on the shares encumbered with a right of usufruct shall accrue to the shareholder. However, the voting rights shall accrue to the usufructuary if so provided at the time of the creation of the right of usufruct.

Pledge

The creation of a right of pledge on an interest in a collective depot in favour of a person other than the intermediary shall be effected by means of a credit entry in the name of the pledgee in the records of the intermediary. The creation of a right of pledge on an interest in a collective depot in favour of the intermediary shall be effected by agreement between the pledger and the intermediary.

Pursuant to the Articles, the voting rights on the pledged shares shall accrue to the shareholder. However, the voting rights shall accrue to the pledgee, if so provided at the time of the creation of the right of pledge.

6.1.9. Right to squeeze-out

A person who as a shareholder and for his own account contributes at least 95% of the issued share capital of a company limited by shares may institute proceedings against the other shareholders jointly for the transfer of their shares to the claimant. The same shall apply if two or more group companies jointly contribute such part of the issued capital and jointly institute proceedings for the transfer to one of them.

At first instance the Enterprise Division of the Court of Appeal in Amsterdam shall hear the proceedings. Appeal from its decision shall be exclusively by way of cassation (appeal to the Supreme Court). The court shall disallow the proceedings against all defendants if, not withstanding compensation, a defendant would suffer serious tangible loss by such transfer, if a defendant is the hoder of a share in which, under the articles of association, a special right of control of the comapny is vested or if a claimant has, as against a defendant, renounced his power to institute such proceedings.

The court which allows the proceedings shall order the person acquiring the shares to pay the determined price with interest to the persons to whom the shares belong or will belong against delivery of the unencumbered right to the shares. The court shall give such order for costs in the proceedings as it shall think fit. No order for costs shall be given against a defendant who has not raised a defence.

Upon the court order for transfer becoming final and binding, the person acquiring the shares shall give written notice of the date and place of payment and of the price to the holders of shares to be acquired whose addresses are known to him. Unless the adressess of all of them are known to hum, he shall also publish the same in a daily newspaper with a national circulation.

6.1.10. Right to redemption of shares

The General Meeting may resolve to reduce the issued share capital by cancelling shares or by reducing the nominal value of shares by an amendment of the Articles. This resolution shall specify the shares to which the resolution applies and shall describe how such a resolution shall be implemented. The amount of the issued share capital may not fall below the minimum share capital as required by law in effect at the time of the resolution. A resolution to reduce the issued share capital shall require a majority of at least two thirds of the votes cast, if less than half of the issued share capital is represented at the meeting. A resolution to cancel shares can only apply to shares which are held by the Company itself or to shares for which the company holds depositary receipts. Reduction of the nominal value of shares without repayment shall be effected pro rata to all shares. The pro rata requirement may be waived with the consent of all shareholders. The Company shall deposit a resolution to reduce the issued share capital at the offices of the trade register and shall announce the deposit in a national daily newspaper.

6.1.11. Rights to claim the residual value of the Company's assets

Pursuant to the Articles, if the Company is dissolved pursuant to a resolution of the General Meeting, its assets shall be liquidated by the Board, if and to the extent that the General Meeting shall not resolve otherwise. During the liquidation, the Articles shall, to the extent possible, remain in full force. The balance of the assets of the Company remaining after the creditors have been paid shall be transferred to the shareholders in proportion to the aggregate nominal value of their shares.

In the event of bankruptcy, each of the Company's shareholder has a right to claim the residual value of the Company's assets on a pro-rata basis, once all other ceditors' claims have been satisfied. The Dutch Bankruptcy Act (Faillissementswet) has the leading principle of paritas creditorum. This means that all creditors have an equal right to payment and that the proceeds of the bankrupt's estate shall be distributed in proportion to the size of their claims. However, there are two groups of creditors to whom this principle of paritas creditorum does not apply: (i) secured creditors; and (ii) creditors who have a preference by virtue of the Dutch Civil Code or any other relevant act. Unsecured and non-preferred creditors are paritas creditorum creditors and they do not have any preference and will therefore be paid, if any proceeds of the estate remain, after all other creditors have received payment. The company's assets shall be used for the satisfaction of the creditors' claims. Any surplus assets of the company shall be transferred to the shareholders.
In accordance with art. 92 of the Dutch Civil Code, all shares shall rank pari passu in proportion to their amount, and all shareholders and holders of depositary receipts whose circumstances are equal must be treated in the same manner.

6.1.12. Pre-emptive right for subscription of shares in subsequent capital increases

Existing shareholders shall have pre-emptive rights in respect of future issuances of ordinary shares in proportion to the number of ordinary shares held by them, provided that such shares are being subscribed through monetary contributions. This right may be restricted or excluded by a General Meeting's decision. The pre-emptive right may also be restricted or excluded by the Board if the Board is designated by the General Meeting.

On 17 December 2012 the General Meeting resolved to designate the Board as the competent body to limit or exclude any pre-emptive rights to which shareholders may be entitled in connection with the issuance of shares. The aforesaid designation will be valid until 17 December 2017. The authority to limit or exclude pre-emptive rights may be extended in the same manner as the authority to issue shares.

Resolutions of the General Meeting (1) to limit or exclude pre-emptive rights or (2) to designate the Board as the corporate body that has authority to limit or exclude pre-emptive rights, require at least a two-thirds majority of the votes cast in a meeting of shareholders, if less than 50% of the issued share capital is present or represented. In the event that more than 50% of the issued share capital is present or represented, the resolutions shall be passed by a simple majority of the votes cast. For these purposes, issuances of shares includes the granting of rights to subscribe for shares, such as options and warrants, but not the issue of shares upon exercise of such rights.

6.2. Privileges, additional charges and additional benefits

All of the Issuer's shares are ordinary registered shares, of no special privileges, no security rights are attached to the shares, and no additional financial charges are attached to the shares.

6.3. Restrictions as to the transfer of Shares on the basis of undertaken commitments

As of the date of this Information Document all of the Shares introduced to trading on the basis of this Information Document are not subject to any lock-up agreement and are free of any encumbrances.

However, 8,590,739 shares in the share capital of the Issuer, with a nominal value of one eurocent (EUR 0.01) each, numbered 14,409,262 up to and including 23,000,000, held by Solar Future Cooperatief U.A. (hereinafter "SF Shares"), and 8,036,573 shares in the share capital of the Issuer, with a nominal value of one eurocent (EUR 0.01) each, numbered 5,456,804 up to and including 13,493,376, held by Solar Power to the People Cooperatief U. A (hereinafter "SP Shares"), were pledged in favour of a financial institution ("Pledgee") based on the Deed of Pledge entered into among the Pledgee, Solar Power to the People Cooperatief U. A. and Solar Future Cooperatief U.A. as the Pledgors, and the Issuer, on October 4, 2011. Based on the Deed of Pledge, the voting rights on the SF Shares and SP Shares remained with the Pledgors. The pledge secured the Issuer's obligations arising from the loan agreement between the Pledgee and the Issuer dated October 4, 2011, as amended on June 12, 2012, January 29, 2013 and June 27, 2013, based on which the Pledgee extended a loan facility to the Issuer.
The pledge was temporarily renounced for the purpose of registration of SF Shares and SP Shares with the Polish Depository ("KDPW"). After the registration with KDPW and introduction of SF Shares and SP Shares to trading on NewConnect, the pledge has been reinstated, with voting rights on the SF Shares and SP Shares remaining with the Pledgors

6.4. Restrictions as to the transfer of Shares on the basis of the Issuer's Statutes

The Issuer's Statutes do not restrict the transfer of shares in any specific way.

6.5. Restrictions resulting from the Polish Trading Act

Art. 156 of the Trading Act prohibits the use of inside information in trading. Inside information within the meaning of art. 154 of the Trading Act is any information of a precise nature, relating, whether directly or indirectly, to one or more issuers of financial instruments, one or more financial instruments, or acquisition or disposal of such instruments, which has not been made public and which, if made public, would be likely to have a significant effect on the prices of financial instruments or related derivative financial instruments.
Art. 156.1 of the Trading Act defines a holder of inside information as anyone who:

(1) gains inside information by virtue of membership in the governing bodies of the company, by virtue of having an interest in the capital of the company, or as a result of having access to inside information in connection with employment, practiced profession, or a mandate contract or any other contract of a similar nature (original holder of inside information), especially:
   a) the members of the management board, supervisory board, proxies or attorneys-in-fact of the issuer, its employees, qualified auditors or other persons related to the issuer under any mandate contract or any legal relation of a similar nature, or
   b) shareholders of a public company, or
   c) persons employed or holding positions referred to in a) above, in the subsidiary or parent entity of the issuer of financial instruments admitted or sought to be admitted to trading on the regulated

market, or bound with such entity under a mandate contract or any other legal relation of a similar nature, or

d) brokers or advisers, or

(2) gains inside information through criminal activities, or

(3) gains inside information otherwise, provided that such person knew or, acting with due diligence, could have known such information to be inside information.

In principle, persons holding inside information are forbidden to (i) acquire or dispose of financial instruments for their own account or for the account of a third party on the basis of the inside information, or effect any other legal transaction undertaken for their own account or for the account of a third party which leads or might lead to disposal of such financial instruments, (ii) recommend or induce another person on the basis of the inside information to acquire or dispose of financial instruments to which such information relates, and (iii) disclose the inside information.

Art. 159.1 of the Trading Act stipulates that during a closed (restricted) period insiders (persons as outlined in art 156.1.1a of the Trading Act) may not acquire or dispose of, for their own account or for the account of a third party, any of the issuer's shares, derivative rights attached thereto or other financial instruments related to such shares, and may not take for their own account or for the account of a third party any other legal transactions which lead or might lead to the disposal of such financial instruments.
Pursuant to art. 159.1a of the Trading Act, during a closed period, insiders (persons as outlined in art 156.1.1a of the Trading Act), acting on behalf of a legal person, may not undertake any activities with the aim to acquire or dispose of by this person for its own account or for the account of a third party any of the issuer's shares, derivative rights attached thereto or other financial instruments related to such shares, take actions which result, or may result in the disposal of such financial instruments by this person, for its own account or for the accountof a third party.

A closed period covers (art. 159.2 of the Trading Act):

1) A period from the time from receiving confidential information in relation to the company, company's shares, or other financial instruments connected to the company's shares, fulfilling the conditions described in Art. 156.4 of Trading Act, until submitting this information to the public knowledge;
2) In the case of an annual report, two months before submitting the report to the public, or a period between the end of the financial year and day of submission of this report to the public knowledge, in case such period is shorter than the above stated 2 months – unless the said person did not have any access to the confidential information, on the basis of which the given report was prepared;
3) In the case of the semi-annual report, one month before submitting this report to the public knowledge, or the period between the end of the financial semi-year end, and the first date of publishing such report publicly in case such period is shorter than the above stated period, unless the person in question did not have any access to the financial information based on which such report was prepared;
4) In the case of a quarterly report, two weeks, before submitting the report to the public knowledge, or period between the financial quarter end and the date of the report submission to the public, if shorter than the first above mentioned period, unless the person in question did not have any access to the financial information, based on which such report is being prepared.

Pursuant to art. 159.1b of the Trading Act, the provisions of art. 159.1 and art. 159.1a shall not apply to activities performed:

1) by the entity conducting investment services, to whom the person referred to in Art 156.1.1a has commissioned the management of financial instrument portfolio in a manner which excludes the interference of this person in investment decisions taken on its account, or
2) an obligation of a contract to dispose of or acquire the issuer's shares, derivative rights attached thereto and other financial instruments related with them, concluded in writing with the date certified by a notary public, concluded before the opening of the closed period, or
3) as a result of submission by the person referred to in Art 156.1.1a, a written response to a tender offer for the sale or exchange of shares, in accordance with the provisions of the Offering Act, or
4) in connection with the obligation of submission by person referred to in Art 156.1.1a, a request to a tender offer for the sale or exchange of shares, in accordance with the provisions of the Offering Act, or
5) in connection with the execution by the current issuer's existing shareholder rights, or
6) in connection with the offer addressed to the staff or the staff of the statutory bodies of the issuer, provided that the information on such an offer is made publicly available concluded before the opening of the closed period.

Furthermore, on the basis of art. 160.1 of the Trading Act, persons who are members of the company's management and supervisory boards, its proxies, or other persons who are in the company's organization directing business, and who have access to the confidential information, and who as a result of their position have a material impact on the development prospects of the company, are obliged to report to the KNF on any transactions concluded by themselves, or persons remaining in close relation to them, in the company's shares.
Pursuant to art. 160.2 of the Trading Act, related persons are defined as:
1) spouse or cohabitating partner,
2) dependent children and persons related through adoption, custody or guardianship,
3) other persons related through blood or marriage who are members of the same household with such person for at least one year,
4) entities:
   a) in which the person referred to in art. 160.1 or such person's related person referred to in art. 160.1.1-3 is a member of the management or supervisory body or holds a management position within the organisational structure of such entity, has permanent access to inside information related to such entity and is authorised to make decisions concerning such entity's development and economic prospects, or
   b) which are directly or indirectly controlled by the person referred to in art. 160.1 or such person's related person referred to in art. 160.1.1-3, or
   c) from whose activities the person referred to in art. 160.1 or such person's related person referred to in art. 160.1.1-3 derives profits,
   d) whose economic interests are equivalent to the economic interests of the person referred to in art. 160.1 or such person's related person referred to in art. 160.1.1-3.

In accordance with art. 161a of the Trading Act, the prohibitions and requirements referred to in art. 156-160 shall apply to cases specified in Art 39.4 of the Trading Act, i.a. to financial instruments introduced to an alternative trading system in the territory of Poland.

Art. 180 & 181 of the Trading Act provide for fines and penalties to those that are found to violate insider trading rules. Any violation of the prohibition to disclose inside information constitutes an offence. In accordance with the Trading Act, anyone who, in violation of the prohibition, discloses inside information is liable for a fine of up to PLN 2'000'000 or a penalty of imprisonment up to three years, or to both these penalties jointly. Furthermore, anyone who, in violation of the prohibition, buys or sells financial instruments on the basis of inside information, or takes other steps which lead or might lead to disposal of financial instruments, is liable to a fine of up to PLN 5'000'000 or a penalty of imprisonment for a period from three months to five years, or to both these penalties jointly.

In addition to prohibiting the use of inside information, art. 39 of the Trading Act also forbids manipulation involving financial instruments. Examples of manipulation include manipulating market prices by executing actual or sham transactions, executing other transactions, placing orders, making false representations and disseminating false or misleading information. Depending on the circumstances, manipulation involving financial instruments may constitute (i) a breach of the administrative law, which is punishable by a fine of up to PLN 200'000 or a fine of up to ten times the benefits derived, or by both these penalties jointly with respect to the perpetrator of the manipulation (art. 172 of the Trading Act), or (ii) an offence punishable by a fine of up to PLN 5'000'000 or a penalty of imprisonment for a period from three months to five years, or by both these penalties jointly (art. 183 of the Trading Act).

6.6. Restrictions resulting from the Polish Offering Act

In accordance with art. 69.1 of the Offering Act, a shareholder in a public company, who individually or jointly with other entities:

- has achieved or exceeded 5%, 10%, 15%, 20%, 25%, 33%, 33⅓%, 50%, 75% or 90% of the total vote in a public company, or
- held at least 5%, 10%, 15%, 20%, 25%, 33%, 33⅓%, 50%, 75% or 90% of the total vote in that public company, and as a result of a reduction of its equity interest, holds 5%, 10%, 15%, 20%, 25%, 33%, 33⅓%, 50%, 75% or 90% or less of the total vote

is obliged to notify the KNF and that company of the fact immediately, no later than within 4 business days from the date on which the shareholder becomes, or by exercising due diligence could have become, aware of the change in its share in the total vote of the company.

Pursuant to art. 69.2.1 of the Offering Act, the notification requirement applies also to a shareholder who held over 33% of the total vote in a public company and this share has changed by at least one percentage point.

The notification shall include the following information (art. 69.4):

1) date and type of event which led to a change in the share in the total vote which is the subject of the notification;
2) number of shares held prior to the change and their percentage share in the company's share capital, and the number of votes attached to these shares and their percentage share in the total vote;
3) number of shares currently held and their percentage share in the company's share capital, and the number of votes attached to these shares and their percentage share in the total vote;

4) information on any intention to further increase the shareholder's share in the total vote within 12 months from the notification date, and on the purpose of such increase - in the case of a notification submitted in connection with reaching or exceeding 10% of the total vote;
5) subsidiaries of the notifying shareholder, who hold company shares;
6) persons referred to in art. 87.1.3.c of the Offering Act.

In the event when the entity obliged to notify holds different types of shares, notification should also include information specified in points 1 and 2 separately for each type of shares.
Notification may be drawn up in English.
Should there be any change of intentions or purpose referred to in point 4, the KNF and the company in question should be notified of this fact immediately, no later than within 3 business days from the day on which such a change has occurred.

Pursuant to art. 69a, obligations referred to in art. 69 also apply to the entity that has reached or exceeded a given threshold of total vote in connection with:
a) legal event other than legal action;
b) acquisition or disposal of financial instruments from which an unconditional right or obligation arises to acquire the already issued shares of a public company;
c) indirect acquisition of public company shares.

In the event referred to in point b), notification shall also include information on:
a) the number of votes and the percentage share in the total vote to be reached by the holder of the financial instrument consequently to the acquisition of shares;
b) date or deadline of acquisition of shares;
c) date of expiration of the financial instrument.

Obligations referred to in art. 69 shall also arise in the event when voting rights are related to the securities being the hedged instrument; however, this shall not apply to situation when the entity for whom the hedging was established has the right to exercise the voting right and declares his intention to exercise such right – in such case voting rights shall be deemed to belong to the entity for whom the hedging was established.

In accordance with art. 89 of the Offering Act, a shareholder is forbidden to exercise voting rights from the share acquisition which occurred without observance of the notification requirements described in art. 69 of the Offering Act. In such cases, votes from the so acquired shares, are not counted when adopting resolutions of a general assembly.

In accordance with art. 97 of the Offering Act, everyone who:

- acquires or disposes of securities in breach of the proscription referred to in art. 67 of the Offering Act;
- makes the notifications referred to in art. 69 with delay
- exceeds ownership limits without observance of conditions described in art. 72-74 of the Offering Act;
- is not observing conditions included in art. 76 and art. 77 of the Offering Act;
- is not conducting a tender offer in the cases described in art. 73.2, art. 73.3, art. 74.2, art. 72.5 and art. 90a.1 of the Offering Act;

- despite receiving the request referred to in art. 78, fails to introduce necessary changes in or supplements to the contents of the tender offer or fails to deliver explanations concerning the contents within the time prescribed;
- is not making in time additional payment resulting the case described in art. 74.3 of the Offering Act;
- in the tender offer referred to in art. 72 through art. 74 or art. 91.6, proposes a price lower than a price determined under art. 79 of the Offering Act;
- acquires directly or indirectly shares without observance of requirements prescribed in art. 77.4.1 or art. 77.3 or art. 88a of the Offering Act;
- acquires own treasury shares without observance of the procedure, periods and conditions described in Art. 72-74, or Art. 91.6 of the Act;
- acquires shares through a squeeze-out process without observing conditions prescribed in art. 82 of the Offering Act;
- is not fulfilling demands resulting from art. 83 of the Offering Act;
- despite the obligation described in art. 86.1 of the Offering Act, is not providing access to the auditor and is not cooperating with providing additional explanations;
- is not fulfilling obligations described in art. 90a.3 of the Offering Act,

can be subject to a penalty of up to PLN 1'000'000 imposed by the KNF. Such penalty can be imposed separately on any of the legal entities, which are part of a concerted action described in art. 87.1.5 of the Offering Act. The KNF can impose a new deadline for fulfilling the prescribed obligation, when informing about the decided penalty. In the case of repeated negligence in fulfilling such obligation, the KNF can again impose a penalty following the above stated procedures.

6.7. Restrictions resulting from the Dutch Financial Supervision Act

The Issuer, pursuant to chapter 5.4 of the Dutch Financial Supervision Act, is required to have a code of conduct with rules governing the ownership of, and transactions in, the Shares. Such a code of conduct must include, amongst others, rules relating to:

- the tasks and powers of the person appointed by the Issuer to make notifications on behalf of persons associating with the Issuer, who are required to make notifications to the AFM of the transactions in the Issuer's securities pursuant to insider trading rules;
- the obligation of employees, members of the Board of Directors and managers with respect to the ownership of, and transactions in, the Shares; and
- if relevant, the period during which such persons may not effect transactions in the Shares.

Insiders within the meaning of the Financial Supervision Act are obliged to notify the AFM when they carry out or cause to be carried out, for their own account, a transaction in the Shares or in securities the value of which is at least in part determined by the value of the Shares. Insiders within the meaning of the Financial Supervision Act in this respect are: (i) members of our Board, (ii) other persons who have a managerial position and in that capacity are authorized to make decisions which have consequences for our future development and business prospects and who, on a regular basis, can have access to inside information relating, directly or indirectly, to us, and (iii) certain persons closely associated with the persons mentioned under (i) and (ii) designated by the Dutch Market Abuse Decree (Besluit marktmisbruik Wft).

This notification must be made no later than the fifth business day after the transaction date on a standard form drawn up by the AFM. This notification obligation does not apply to transactions based on a discretionary management agreement as described in section 8 of the Dutch Market Abuse Decree. Under certain circumstances, the notification may be delayed until the date on which the value of the transactions amounts to EUR 5,000 or more in the calendar year in question.

VII. PERSONS MANAGING THE ISSUER, AUTHORIZED ADVISOR AND ENTITIES AUDITING THE ISSUER'S FINANCIAL STATEMENTS

7.1. Issuer's managing persons

Issuer's Board of Directors has the following members:

Name	Position	Term of office expiry date
Georg Hotar	Director *(Bestuurder)*	No term of expiry
Michael Gartner	Director *(Bestuurder)*	No term of expiry

Georg Hotar – Director

Georg Hotar is an Austrian national, graduated with a BSc. in Accounting and Finance from London School of Economics and obtained Master's in Finance from London Business School. He gained his thorough background in various positions in the international financial services industry in London, Zurich and Prague. In 2000 he established Central European Capital, a finance and strategy advisory boutique active throughout Central and Eastern Europe.

In 2008 Georg co-founded Photon Energy, a.s., a downstream integrated solar energy company incorporated under the laws of the Czech Republic, which was the first Czech firm to be listed on NewConnect. Georg possesses strong knowledge of, and experience in, the photovoltaic markets. Georg was a co-founder of Photon Energy N.V. in 2010.

Michael Gartner - Director

Michael Gartner is a Czech and Australian national who graduated with an MBA from the US Business School in Prague and BEc Economics from the University of Newcastle, Australia. Michael gained in-depth experience on capital markets as equity and debt analyst at ING in Prague, as Head of Fixed Income Sales at Commerzbank Securities in Prague and as a successful independent investment and corporate finance advisor in the Czech Republic.

In 2008 Michael co-founded Photon Energy, a.s., incorporated under the laws of the Czech Republic, which was the first Czech company to be listed on NewConnect, the alternative market of the Warsaw stock exchange. Michael currently develops projects for the Photon Energy Group in Australia. Michael was a co-founder of Photon Energy N.V. in 2010.

7.2. Authorized Advisor

Company name:	**Capital Solutions ProAlfa Sp. z o.o.**
Legal form:	Polish limited liability company
Registered address:	ul. Nowy Świat 51/3, 00-042 Warsaw, Poland

Telephone:	+48 22 892 00 75
Fax:	+48 22 892 00 76
Email:	info@cs-proalfa.pl
Internet:	www.cs-proalfa.pl
Registration number:	0000150260
President	Bogusława Cimoszko Skowroński

7.3. Entity auditing the Issuer's financial statements (including certified auditors)

The below specified legal entity was responsible for auditing the Issuer's latest stand alone and consolidated financial statements for the year 2012, as well as the previous financial statements released by the Issuer.

Company name:	**KPMG Accountants N.V.**
Legal form:	Dutch public company with limited liability *(Naamloze Vennootschap*)
Registered address:	Laan van Langerhuize 1, 1186 DS Amstelveen
Telephone:	+31 20 656 7890
Fax:	+31 20 656 7700
Email:	arjan.vanopzeeland@kpmg.nl
Internet:	http://www.kpmg.com/nl/en/over-kpmg/Pages/Default.aspx
Registration number:	33263683
Certified auditors:	Arjan van Opzeeland

KPMG Accountants N.V. is a subsidiary of KPMG Europe LLP and a member firm of KPMG network of independent member firms affiliated with KPMG International Cooperative, a Swiss entity.

VIII. BASIC INFORMATION ABOUT CAPITAL RELATIONS OF THE ISSUER HAVING A SIGNIFICANT IMPACT ON ITS BUSINESS, INCLUDING ESSENTIAL UNITS OF ITS GROUP; FOR EACH SUCH UNIT, AT LEAST THE (BUSINESS) NAME, LEGAL FORM, REGISTERED OFFICE, BUSINESS OBJECTS AND THE ISUER'S INTEREST IN THE SHARE CAPITAL AND TOTAL VOTE

The following table presents the Group's structure (subsidiaries and joint-ventures) and the holding company's stake in the entities comprising the Group as of 30 June 2013.

	Name	% of share capital held by the holding company	% of votes held by the holding company	Country of registration	Legal Owner
1	Photon Energy N.V.	Holding Company		NL	
2	Photon Energy Technology CEE s.r.o.	100%	100%	CZ	PEI CZ NV
3	Photon SPV 5 s.r.o.	100%	100%	CZ	PEI CZ NV
4	Solarpark Mikulov I s.r.o.	49%	49%	CZ	PEI CZ NV
5	Solarpark Mikulov II s.r.o.	30%	30%	CZ	PEI CZ NV
6	Photon SPV 1 s.r.o.	100%	100%	CZ	PEI NV
7	Photon SK SPV 1 s.r.o.	50%	50%	SK	PEI NV
8	Photon SK SPV 2 s.r.o.	100%	100%	SK	PEI NV
9	Photon SK SPV 3 s.r.o.	100%	100%	SK	PEI NV
10	EcoPlan 2 s.r.o.	100%	100%	SK	PEI NV
11	EcoPlan 3 s.r.o.	100%	100%	SK	PEI NV
12	SUN4ENERGY ZVB, s.r.o.	100%	100%	SK	PEI NV
13	SUN4ENERGY ZVC, s.r.o.	100%	100%	SK	PEI NV
14	Fotonika, s.r.o.	60%	50%	SK	PEI NV
15	ATS Energy, s.r.o.	70%	70%	SK	PEI NV
16	Solarpark Myjava s.r.o.	50%	50%	SK	PEI NV
17	Solarpark Polianka s.r.o.	50%	50%	SK	PEI NV
18	Photon Energy Investments CZ N.V.	100%	100%	NL	Photon Energy
19	Photon Energy Polska Sp. z o.o.	100%	100%	PL	Photon Energy
20	Photon Energy Australia Pty Ltd.	100%	100%	AUS	Photon Energy
21	Photon Energy Operations IT	100%	100%	IT	PEO NV

22	IPVIC GbR	15%	15%	DE	PEI CZ
23	Photon Energy Operations SK s.r.o.	100%	100%	SK	PEO NV
24	Photon Energy Operations CZ s.r.o.	100%	100%	CZ	PEO NV
25	Photon Energy Operations DE GmbH	100%	100%	DE	PEO NV
26	Photon Energy Operations Australia Pty.Ltd.	100%	100%	AUS	PEO NV
27	Photon Energy Engineering Australia Pty Ltd	100%	100%	AUS	PEE BV
28	Photon Energy Engineering Europe GmbH	100%	100%	DE	PEE BV
29	Photon DE SPV 1 GmbH	100%	100%	DE	PEI DE
30	Photon DE SPV 3 GmbH	100%	100%	DE	PEI DE
31	Photon Energy Operations DE SW GmbH	100%	100%	DE	PEO NV
32	Photon IT SPV 1 s.r.l.	100%	100%	IT	PEI NV
33	Photon IT SPV 2 s.r.l.	100%	100%	IT	PEI NV
34	Photon Energy Projects s.r.l. (Photon IT SPV 3 s.r.l.)	100%	100%	IT	PEP BV
35	Photon IT SPV 4 s.r.l.	100%	100%	IT	PEI IT
36	Photon IT SPV 5 s.r.l.	100%	100%	IT	PEI IT
37	Photon IT SPV 6 s.r.l.	100%	100%	IT	PEI IT
38	Photon IT SPV 7 s.r.l.	100%	100%	IT	PEI IT
39	Photon Energy Investments IT N.V.	100%	100%	NL	Photon Energy
40	Photon Energy Investments DE N.V.	100%	100%	NL	Photon Energy
41	Photon Directors B.V.	100%	100%	NL	Photon Energy
42	Photon Energy Operations N.V.	100%	100%	NL	Photon Energy
43	Photon Energy Finance Europe GmbH	100%	100%	NL	Photon Energy
44	Photon Energy Projects B.V.	100%	100%	NL	Photon Energy
45	Photon Energy AUS SPV 1 Pty. Ltd.	100%	100%	NL	PEI NV
46	Photon Energy Investments N.V.	100%	100%	NL	Photon Energy
47	Photon Energy Engineering B.V.	100%	100%	NL	Photon Energy
48	Photon Energy Technology B.V.	100%	100%	NL	Photon Energy
49	Photon Energy FinCo B.V.	100%	100%	NL	Photon Energy
50	Photon Energy Technology Europe Ltd	`100%	`100%	IR	PET BV

51	Photon Energy Corporate Services DE GmbH	100%	100%	DE	Photon Energy
52	Photon Energy Corporate Services CZ s.r.o.	100%	100%	CZ	Photon Energy

Notes:

Country of registration	**Company name:**
CZ - the Czech Republic	Photon Energy - Photon Energy N.V.
SK - Slovakia	PEI CZ NV – Photon Energy Investments CZ N.V.
PL - Poland	PEI NV – Photon Energy Investments N.V.
NL - the Netherlands	PEI IT – Photon Energy Investments IT N.V.
DE – Germany	PEI DE – Photon Energy Investments DE N.V.
AUS – Australia	PEO NV – Photon Energy Operations N.V.
IR – Ireland	PEE BV - Photon Energy Engineering B.V.
IT – Italy	PEP BV - Photon Energy Projects B.V.
	PET BV – Photon Energy Technology B.V.

After 30 June, 2013, the following changes in the Group structure took place:

- Photon Energy Technology CEE, s.r.o. was sold to Photon Energy Technology Europe Limited (10%) a Photon Energy Technology B.V. (90%) on August 8, 2013.,

In addition to the above subsidiaries, for the purposes of IFRS reporting, the Company consolidates the following entities:

RLRE Companies

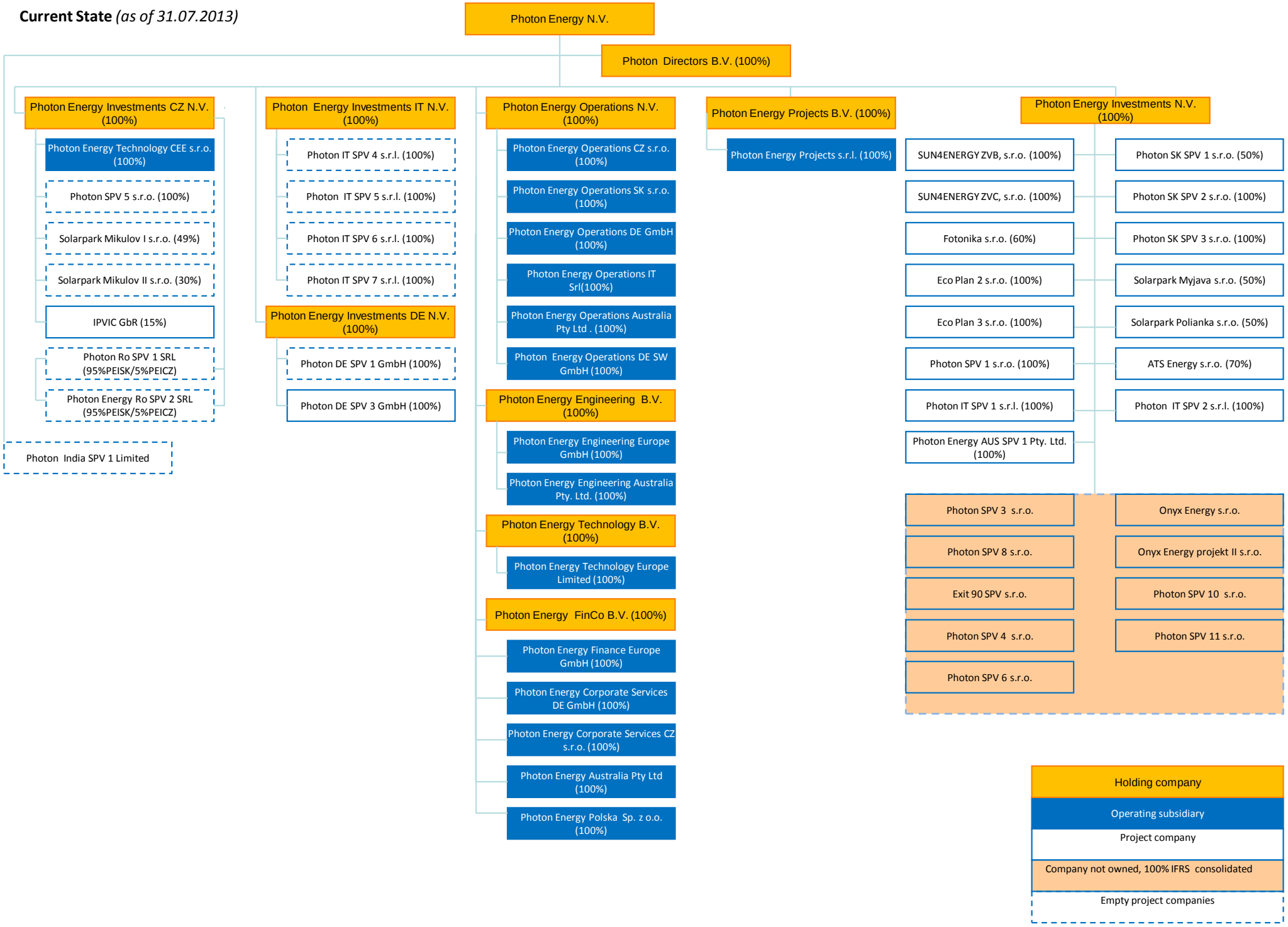
	Name	% of Consolidated share	% of Ownership share	Country of registration	Consolidation method	Legal Owner
1	Photon SPV 3 s.r.o.	100%	0%	CZ	Full Cons.	RLRE
2	Photon SPV 8 s.r.o.	100%	0%	CZ	Full Cons.	RLRE
3	Exit 90 SPV s.r.o.	100%	0%	CZ	Full Cons.	RLRE
4	Photon SPV 4 s.r.o.	100%	0%	CZ	Full Cons.	RLRE
5	Photon SPV 6 s.r.o.	100%	0%	CZ	Full Cons.	RLRE
6	Onyx Energy s.r.o.	100%	0%	CZ	Full Cons.	RLRE
7	Onyx Energy projekt II s.r.o.	100%	0%	CZ	Full Cons.	RLRE
8	Photon SPV 10 s.r.o.	100%	0%	CZ	Full Cons.	RLRE
9	Photon SPV 11 s.r.o.	100%	0%	CZ	Full Cons.	RLRE

Notes:

RLRE - Raiffeisen - Leasing Real Estate, s.r.o.

100% share in the above entities is owned by Raiffeisen – Leasing Real Estate, s.r.o. ("RLRE"). Although those companies are legally owned by RLRE, the Group consolidates them under IFRS rules. Photon Energy Investments N.V. is considered the beneficial owner as it is owner of economic benefits and is directly exposed to economic risks of those companies.

Current State *(as of 31.07.2013)*



Summary of the restructuring process of the Photon Energy Group

Initially, Photon Energy photovoltaic operational activity was performed by the Czech-based company Photon Energy a.s. (currently named Phoenix Energy a.s.) and its subsidiaries. However, in response to the expansion into a growing number of foreign markets, fundamental changes were necessary to the structure, organisation and processes throughout the group.
The ultimate goal was to expand the group structure under Dutch-based Photon Energy N.V., where company law provides substantially better flexibility in the context of a stock exchange listing. The general intention was to organize the operational activity of the whole group under the Dutch-based holding company Photon Energy N.V.
These plans triggered the need to establish new subsidiaries under the holding company Photon Energy N.V. and to transfer operational assets from Photon Energy a.s. (currently Phoenix Energy a.s.) and its subsidiaries to the new Dutch Photon Energy Group established under the holding company Photon Energy N.V.
As a part of the restructuring process, in November 2011, the first three subsidiaries initially owned by Photon Energy a.s. were acquired by Photon Energy N.V., including:
- Photon Energy Investments DE N.V.
- Photon Energy Investment IT N.V.
- Photon Energy Investments SK N.V.

The selling prices of assets transferred between Photon Energy a.s. and the Dutch Photon Energy Group companies were determined by an external valuation expert nominated by the court under the Czech Commercial Act and Czech accounting policies. Because the sale was performed between related parties (as of the date of sale Photon Energy a.s. was a part of Photon Energy Group), the Czech Commercial Code requires an expert opinion stating the sales price at fair value, in accordance with the Czech Commercial Act and Czech accounting policies.

There were no cash transfers between companies involved in the transactions, just liabilities/receivables booked.

On 30 June 2013 the Company executed a capital increase. Solar Age Investments B.V. (SAI), formerly Minority Shareholder Photon Energy B.V., subscribed for 27,000,000 newly-issued shares (par value EUR 0.01 each). SAI realised its investment by offsetting part of its corresponding receivable against Photon Energy N.V. This receivable relates to the Group restructuring process.
Before the issuance of the Shares, receivable in the amount of approx. EUR 25 million resulting from the restructuring process and transfers of assets between Czech-based Phoenix Energy a.s. and Dutch-based Photon Energy N.V., was transferred by Photon Energy Investments SK N.V. through several parties to Solar Age Investments B.V.

As a result of the restructuring process, Phoenix Energy a.s. has been sold out of the Photon Energy Group. As of the date of this Information Document, Photon Energy N.V. does not own any shares in Phoenix Energy a.s. However, the controlling shareholders of Photon Energy N.V., do own ca. 96% shares in Phoenix Energy, indirectly via Solar Age Investments B.V.

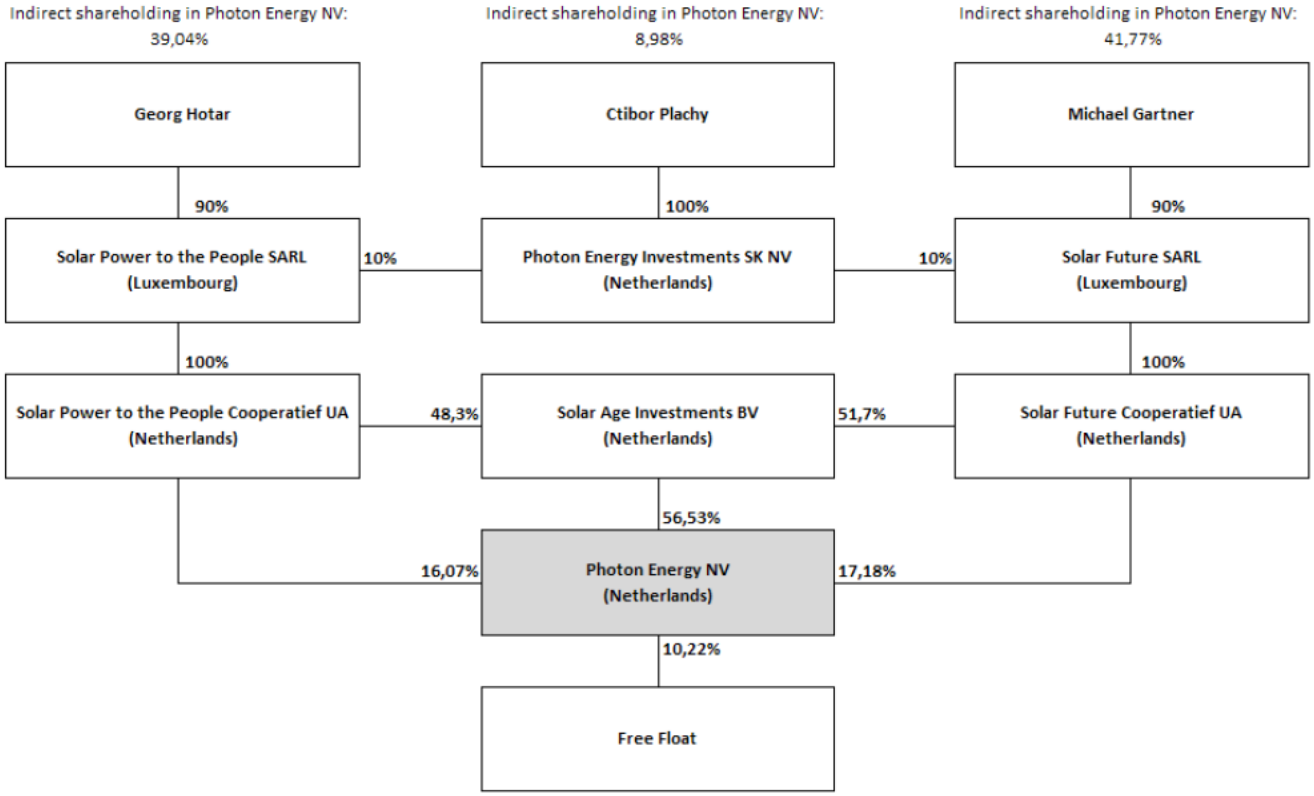
IX. PERSONAL, PROPERTY AND ORGANIZATIONAL RELATIONS BETWEEN THE ISSUER, ITS MANAGING AND SUPERVISING PERSONS, ITS SIGNIFICANT SHAREHOLDERS AND ITS AUTHORIZED ADVISOR

Mr. Michael Gartner and Mr. Georg Hotar directly own 46,105 and 45,994 shares in Photon Energy N.V., respectively, representing 0.09% and 0.09% of the Company's registered capital. Mr. Michael Gartner and Mr. Georg Hotar are the only Directors of the Company.

Moreover, Mr. Michael Gartner and Mr. Georg Hotar indirectly control 41.77% and 39.04% of the capital in Photon Energy N.V., respectively, via co-operatives Solar Future Coöperatief U.A. and Solar Power to the People Coöperatief U.A., which directly own 8,590,739 and 8,036,573 shares in Photon Energy N.V., representing 17.18% and 16.07% of the Company's issued share capital, respectively.
The Board of Directors of Solar Future Coöperatief U.A. consists of Mr. Michael Gartner as Director A, and Mrs. Magda Gartnerova (Mr. Gartner's wife) as Director B.
The Board of Directors of Solar Power to the People Coöperatief U.A. consists of Mr. Georg Hotar as Director A, and Mr. Michael Gartner as Director B.

Solar Age Investments B.V. (formerly Minority Shareholders Photon Energy B.V.), which owns 28,263,074 shares representing 56.53% of the Company's registered capital, is 100% owned by Solar Future Coöperatief U.A. and Solar Power to the People Coöperatief U.A., controlled by Mr. Michael Gartner and Mr. Georg Hotar respectively. Mr. Georg Hotar is the only Director of Solar Age Investments B.V

The below graph derived from the Issuer's ESPI report no. 3/2013 represents the PENV shareholding structure including final beneficial owners as of 30 June 2013:



Except for the agreement between the Issuer and Capital Solutions ProAlfa Sp. z o.o. ("Authorized Advisor") relating to the provision of investment banking services by the Authorized Advisor and performance of services as Authorized Advisor in line with the ATS Rules, there are no other personal, property and organizational relations between the Issuer or persons on the Issuer's managing or supervising authorities or the Issuer's significant shareholders and the Authorized Advisor.
Mrs. Bogusława Cimoszko Skowroński, the only managing person of the Authorized Advisor, owns 24,000 shares in Photon Energy N.V., which represent 0.05% in the Company's registered share capital.

X. MAJOR RISK FACTORS RELATED TO THE ISSUER AND FINANCIAL INSTRUMENTS BEING INTRODUCED

Investing in the Issuer's shares involves inherent risks. Prospective investors should consider, among other things, the risk factors set out herein before making an investment decision. The risks described below are not the only ones facing the Company. Additional risks not presently known to the Company, or that the Company currently deems immaterial, may also impair the Company's business operations and adversely affect the price of shares. If any of the following risks actually occur, the Company's business, financial position and operating results could be materially and adversely affected. A prospective investor should consider carefully the factors set forth below, and elsewhere in this Information Document, and should consult his or her own expert advisors as to the suitability of an investment in the Company's shares. An investment in the Company's shares is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of the investment.

10.1. Macroeconomic and market risks

Risks related to simultaneous application of Dutch and Polish law

Two legal systems - Dutch and Polish - may, from time to time, apply to the various legal processes related to the activities of the Company and/or to its Shares. Additional legal and/or operational risks may be connected to this situation. Because of the novelty and legal complexity and uncertainty involved, the Company's management may be currently unaware of certain legal and/or operational risks.

Moreover, shareholders residing outside the Netherlands shall be aware that the rights attached to the Shares arising from Dutch law, i.e. the Dutch Civil Code, and the way these rights are exercised may differ from those applicable locally.

Identification of all risk factors may require a detailed analysis of discrepancies between both legal systems.

Sensitivity to general macro environment

The general economic situation of the countries in which the Group runs its projects influences the development and growth prospects of the Group's business. The financial results of the Group may be directly and indirectly influenced by, among others, GDP growth, national income, inflation, monetary and tax policy, interest rates and overall level of investment in countries where the Group has its operations. The above-mentioned factors may influence the accomplishment of the Issuer's goals together with the direction and pace of these changes. Temporary market turmoil may also have a disadvantageous influence on the demand for the Issuer's services, having an adverse impact on the financial standing, asset value of the Group and the pace of its growth.

Currency risk

The Group is exposed to a currency risk on sales, purchases and borrowings that are denominated in a currency other than the respective functional currencies of Group entities.

The transactions of the Group entities are denominated in CZK, EUR and AUD. Although mainly the CZK/EUR exchange rate experienced wide fluctuations in 2012, the Group is, typically, able to collect prepayments from its customers at the time of committing itself to purchases from third parties and thus

to a large extent to mitigate currency risk. There is no financial hedging used by the company against the currency risk. Company's management does not formally monitor the FX positions.

Extraordinary circumstances

The development, construction and management of PV power plants are subject to a number of risks and hazards, including changing weather conditions, adverse environmental conditions, theft, technical failure, changes in the regulatory environment and others.

With regards to the meteorological conditions at the given site of the photovoltaic power plant, there is a risk that the climatic conditions will change in the future and that the forecasted weather conditions will not occur or that the prognosis concerning the sunshine hours will prove to be unfounded. In such case, the actual electricity generation results and thus revenues and cash flows might be different than originally expected.

Losses of earnings can also occur on the basis of stoppages at the photovoltaic power plants, for example due to administrative measures, breakdowns or an outage in the electricity distribution network, or may also occur because the network operators set higher line losses than anticipated.

The Group is also exposed to technical risks in relation to the long term performance of the solar modules and the limited service life of the technical components. Risks also arise from the technology and maintenance of the photovoltaic power plants. Furthermore, the risk exists that the facilities can be destroyed in another way, for example as a result of natural disasters, earthquakes, theft, vandalism or other acts of violence. Any irregularities in the general electricity supply can possibly also lead to a lack of line entry for any revenue earning electricity.

Although the Group maintains some insurance to protect against some of these risks, the insurance will not cover all the potential risks associated with the above mentioned extraoridinary circumstances. There is also a risk that the existing insurance coverage is not sufficient or that failures and losses arise that exceed the extent of the existing insurance coverage. In addition to this for certain risks there is no adequate insurance coverage available, or at least no available under proper conditions. A loss against which there is no adequate insurance coverage – can have a negative impact on the financial standing, assets value and earnings position of the Group.

Market regulatory risks and dependency on the state managed subsidy programmes

Apart from the need for external financing, the largest uncertainty factor in the photovoltaic industry is still the regulatory framework, especially in the European states where a large number of photovoltaic power plants have so far been built on the basis of state managed support systems (feed-in-tarrifs or green certificates). The rapid growth in those markets in recent years has been largely based on regulatory framework conditions and subsidies. Without state managed subsidy programs photovoltaic power plants would not yet be competitive, especially in comparison with the use of conventional energy sources (for example nuclear power, coal, natural and shale gas). Therefore, the commercial operations of the Group are influenced by the continuation of the state managed subsidy programs for photovoltaics.

Risks especially arise from new legal regulations which can exercise a significant influence on the demand for electricity generated from photovoltaics in the individual countries. For example, the state managed subsidy program concerning the buyback price (feed-in-tariff) is guaranteed for a fixed period in the countries which follow this concept. The rate of remuneration depends on the country or on the valid buyback price as of the moment of the grid connection or according to the permit. The starting dates for the application of any new legal regulations are therefore of special significance. If new projects are

subject to extraordinary delays, which make the grid connection possible only after such a starting date, whereby the facility's profitability was originally calculated on the basis of the previously valid buyback price, this can adversely affect the profitability of the facility in question and could result in the revenues being lower than planned or even non-existent. Moreover, it cannot be ruled out that the low income from electricity production will no longer suffice to cover the ongoing costs, in particular the financing costs, so that the Group could be forced to cover the resulting difference or to sell off the photovoltaic facility at a price below the acquisition price.

The buyback price and the subsidies for facilities which are already connected to the grid are fundamentally unaffected by new regulations. However, changes can come into effect at very short notice without any ongoing protection for investments which have already been made. It is possible that the state managed subsidies for renewable energy in general or for photovoltaics specifically in all markets will be reviewed in the courts and as such will be regarded as being against the law or reduced or abolished for some other reason. Issued consent could be revoked or the realisation of planned legislation aimed at supporting photovoltaic power may not be implemented. In addition, the introduction of changes to the state managed subsidy programs with retroactive effect cannot be fully ruled out. For example, changes to the legal framework conditions for photovoltaics, which also applied to already existing solar facilities, were introduced in the Czech Republic in 2010. In particular, a solar levy introduced at a rate of 26% on the revenues from photovoltaic power plants with an installed output in excess of 30 kWp which were already grid-connected in 2009 and 2010 (the "solar levy") was implemented for 2011 to 2013. Furthermore, the six-year corporate income tax exemption for photovoltaic power plants was also abolished. The Czech government stated that it intends to further extend the solar levy, which was only supposed to apply until the end of 2013 to a 10% levy as of 1 January 2014.Therefore, the given regulatory framework cannot be taken for granted and adjustments in the incentives schemes and national targets can be introduced ad-hoc, reflecting short-term fiscal needs or changes in the economic situation of the country. Aforementioned factors and changes in the regulatory framework may have a material, adverse effect on the profitability of existing projects, asset values and results of the Group and hence should be taken into consideration while assessing the risk of the PV business and the investment in the Company's shares. The regulatory risk in Europe has further encouraged the efforts of the Company's management to diversify to markets outside Europe where electricity generated by photovoltaic power plants is already commercially competitive.

Interest rate risks

Given that the Group carries a significant level of debt on its balance sheet, most of it at a floating interest rate, changes in interest rates may materially increase the cost of borrowing and have an adverse impact on the project returns, profitability of the Group and thus returns to its shareholders. Besides, increasing market interest rate – in the case of a high project leverage – might profoundly influence the value of the photovoltaic power plants. In case of a sale there is a risk that it will not be possible to sell the photovoltaic power plant for the intended price.

To mitigate this risk, the Group uses interest rate derivatives in case of Slovak SPVs that are intended to hedge against interest rate fluctuations. Interest rate for Czech SPVs is agreed on fixed rate. However, the concluded measures do not completely eliminate the interest rate risk. The aforementioned risks could have a negative influence on the financial standing, asset value and earnings position of the Group.

Environmental risks

The business activity of the Group, particularly in the area of photovoltaic power plant construction, must comply with laws, regulations and directives valid in the location of the installation; these laws regulate e.g. emissions in the air, sewages, protection of soil and groundwater as well as health and security of people. Transgressions against these environmental provisions can be pursued according to civil, criminal and public law. Especially temporary provisions could encourage a third party to open a process or - given the circumstances - to demand costly measures to control and remove environmental pollution or to upgrade technical facilities. The properties necessary for photovoltaic power plants are partially owned by the respective SPV. It cannot be ruled out that these are contaminated sites; for removing these, the respective SPV may be responsible, regardless of the cause. This could result in liability risks and material costs in the context of administrative orders or requirements. All the mentioned circumstances can have a negative impact on the financial situation, status and results of the individual SPVs and the Group.

One of the photovoltaic power plants in the Czech Republic was built on a property where lime had been quarried in the past and after that the property was used as a landfill. This landfill is now closed; however it cannot be completely ruled out that the ground slumps on some spots or that despite sealing off, the contaminated substances from the landfill find their way into the soil which would result in relevant remediate measures. In both cases there is the risk that the operations of the photovoltaic power plant would be tangibly damaged, in some cases even interrupted. In addition, there are still small remaining quantities of lime present, so that it would be legally possible to apply for a new licence to quarry lime again. Following Czech laws the granting of this licence could lead to a situation where the lime would be quarried again regardless of the presence of the photovoltaic power plant, which in further consequence would lead to the removal of this photovoltaic power plant. This would have a very negative impact on the financial standing, asset value and results of operations of the SPV in question and the overall Group.

10.2. Operational risks

Uncertainty with respect to the going-concern assumption

In 2013, the Company will be facing mainly the following challenges:

1. Penetration on new markets and securing the new projects
2. The company is dependent on external financing

In June 2012, Photon Energy N.V. agreed an amendment to the existing loan contract for the increase of the loan provided to Photon Energy N.V. by a private financing company from the original EUR 6 million to EUR 8 million. The proceeds of the increase of the loan of EUR 2 million were used to repay a loan provided to Photon Energy a.s. by the same party in the amount of EUR 800 thousands. The interest rate remained the same as agreed with the borrower's representatives and the loan was originally due on 31 January 2013.

On 8th January 2013, PENV obtained a written confirmation from this private financing company, where the new terms suggested by management of PENV were accepted.

The newly agreed terms were the following:

- Repayment of EUR 500,000 of the loan principal;
- Repayment of EUR 1,500,000 of the loan principal per 31 March 2013;
- Repayment of the remaining loan principal of EUR 6,000,000 no later than 30 June 2013, with the option to repay earlier per 30 April 2013 or 31 May 2013.

The Company signed the respective amendment on 29th January 2013.
As of 31 March 2013, the Company repaid EUR 2,000,000 from the outstanding amount, so the outstanding balance as of April 2013 equalled to EUR 6,000,000.
Subsequently, another amendment to the loan was concluded on 27 June 2013 prolonging the repayment of the outstanding amount until 31 December 2013.
Management is confident that it will be able to generate sufficient cash flow to repay this amount of EUR 6 million as per 31 December 2013 or to find alternatives with respect to this obligation. Currently, management is evaluating and preparing multiple financing options.
The outstanding banking financing is paid in regular quarterly repayments. Both Czech and Slovak SPVs are able to repay in accordance with the scheduled repayments from the cash flow generated from the electricity production.

In preparing these accounts on a going concern basis, management used their best estimates to forecast cash movements over the next 12 months from the date of these accounts. However, as per today, management is of the opinion that a material uncertainty exists with respect to going concern. Based on the cash-flow projections prepared for years 2013-2014 and our expectation that a solution will be found to replace the external financing, management believes that it remains appropriate to prepare the financial statements on a going concern basis. However, these projections are based on assumptions including values and timing of expected liabilities settlement, generating alternative financing with respect to the financing provided by the private financing company and possible Czech tax law changes and therefore is subject to the material uncertainties aforementioned.

Risks related to the development and construction of PV power plants

As part of its business, the Group develops and constructs photovoltaic power plants, which are subject to the general risks associated with the construction and development of projects. Those activities may involve the following risks:

- the Group may incur development and construction costs that exceed its original estimates due to increased technology costs, unforeseen expenses related to the additional engineering and construction works, incorrect budget calculations, growing labour and other costs. Additional expenses could make the completion of the project uneconomical because in most cases those costs cannot be offset by higher revenues, which are usually fixed (given the fixed nature of the feed-in-tariff system in case of proprietary power plants and fixed pricing agreed with the investor in case of third-party contracts).
- the Group may be unable to obtain, or face delays in obtaining required land-use permit, building permit, grid connection, environmental and other governmental permits and authorizations, which are required for the construction and connection of PV power plant to the grid; such difficulties could result in delays and in a worst case scenario could result in the Group abandoning the development of the project entirely and writing off the incurred costs;
- the Group may be unable to complete the development and construction of the project on schedule, which could result in delay of projected revenues and increased debt servicing costs as well as increased operational costs;
- the Group may receive lower-than-expected feed-in-tariffs in case of delays in the project commissioning and hence generate lower revenues and rate of returns on the projects undertaken;
- the Group may be unable to proceed with a project development or may have to inject more equity than expected, because it may not obtain debt financing on favorable terms;

The occurrence of one or more of these factors could adversely affect the Group's asset value, financial standing and earnings position.

Risk related to the successful acquisition of suitable sites for solar power plants

Attractive sites for solar energy projects are scarce, especially in those countries which provide an attractive regulatory framework for photovoltaics. A site must meet various conditions such as topographic properties, feed-in capacities of the electrical grid, favorable weather conditions and suitable land ownership. Additionally, local, regional or national governments may start or intensify a practice to set upper limits on the number of solar power plants that may be erected in a certain geographical area. Therefore, the Group in some cases is, and will be, in direct competition for a limited number of permits and for a limited number of sites in certain geographical areas with other project developers and companies operating within the same sector as the Group. Competition with other project developers to obtain grid connections and suitable land can lead to a substantial increase in planned development costs.
Although the Group is confident that it has identified and will in future continue successfully identifying a number of potentially attractive sites, competition for sites and connections to the electricity grid may lead to significant delays in future project developments, increase prices for new sites and even lead to the abandonment of some projects.
If the Group were not able to identify and secure suitable sites to develop solar energy projects or fails to win the competition for suitable sites, this could have a material adverse effect on the Group's business, financial position and future growth potential.

Risks related to joint-venture projects

Some of the Group's projects (at the date of this document it includes five power plants in Slovakia: Prsa I, Blatna, Brestovec, Polianka and Myjava) are held through joint venture agreements with third parties, meaning that the ownership and control of such assets is shared with third parties according to the equity stake of the partners. As a result, these agreements involve risks that are not present in case of projects in which the Group owns a full control, including:

- the possibility that the Group's joint venture partner might at any time have economic or other business interests that are inconsistent with the Group's business interests;
- the possibility that the Group's joint venture partner may be in a position to take action contrary to the Group's instructions or requests, or contrary to the Group's policies or objectives, or frustrate the execution of acts which the Group believes to be in the best interests of any particular project;
- the possibility that the Group's joint venture partner may have different objectives from the Group, including with respect to the appropriate timing and pricing of any sale or refinancing of a development and whether to enter into agreements with potential contractors or purchasers.

Even when the Group has a controlling interest, certain major decisions (such as whether to sell, refinance or enter into a lease or contractor agreement and the terms on which to do so) may require joint venture partner or other third party approval. If the Group is unable to reach or maintain agreement with the joint venture partner or other third party on the matters relating to the operation of its business, its asset value, financial standing and earnings position may be materially, adversely affected.

Risks related to the competitive environment

The PV market is intensely competitive and rapidly evolving. Many of the Group's competitors have established more prominent market positions. Some of the Group's competitors have also become vertically integrated, from upstream silicon wafer manufacturing to PV system integration. Many of the

Group's existing and potential competitors have substantially greater financial, technical, manufacturing and other resources than the Group. The competitors' greater size in some cases provides them with a competitive advantage with respect to, inter alia, acquiring and developing new projects and increase market share in the area of the Group's business. As a result, those competitors may have stronger bargaining power with suppliers of PV systems and have an advantage over the Group in negotiating favorable pricing. Many of the Group's competitors also have greater brand name recognition, more established distribution networks and larger customer base. In addition, many of the competitors have well-established relationships with our current and potential distributors and have extensive knowledge of our target markets. As a result, they may be able to devote greater resources to the research and development or respond more quickly to evolving industry standards and changes in market conditions than the Group. The Group's failure to adapt to changing market conditions and to compete successfully with existing or new competitors may materially and adversely affect the asset value, financial standing and earnings position of the Group.
The Group is also exposed to risks from competition with other methods of electricity generation using other renewable energy sources as well as conventional energy sources. Electricity generation from solar energy is already partially in competition with other renewable means such as wind energy, biomass or geothermal electricity generation. These other methods of generation could exert a high degree of competitive pressure on photovoltaics, for example if they prove themselves to be more economical due to technical advances or if they receive stronger regulatory support on the basis of political considerations. Electricity generation using solar energy is also generally in competition with conventional energy sources which (even when taking into account possible state managed support of photovoltaics) can generate more economical electricity which could also affect the demand for solar electricity. A reduction in the market price for conventional energy sources could also make energy generation from photovoltaic power plants less economically attractive.
All of the aforementioned factors could have a significantly adverse effect on the asset value, financial standing and earnings position of the Group.

Risk related to the expansion

The Group focuses currently on the markets in Canada, the USA, Australia and Turkey. The top priority market is Australia followed by Canada and the USA. There is a risk that the market entry in the mentioned countries will fail or that it will not happen in the intended time period or not in the intended intensity. It is also not ensured whether in each case new markets will be open to the building of photovoltaic power plants as assumed in the strategy as the development of the photovoltaic business can be influenced unfavourably by plenty of factors, for example by general political, economical, infrastructural, legal and fiscal framework conditions, by unexpected changes of political and regulatory conditions and tariffs, recession, limited protection of intellectual property, problems with staffing and managing of positions in foreign affiliated companies or state subsidies to rival companies. Start-up losses can also be one of the results of entering a new market.
All of the aforementioned factors could have a negative impact on the development of the business activity and also on the asset value, financial standing and earnings position of the Group.

Risk related to contractual parties

The Group's business depends on contracts with multiple parties including, but not limited to, land owners, banks, investors, services contractors, energy distribution companies and electricity customers. The Group is further dependent on many subcontractors and suppliers of components for building PV

systems. The primary contractual obligation of subcontractors is to finalize a portion of a project. These subcontractors not only have to remain financially sound to complete their jobs, but they must also possess the skills to perform their jobs efficiently and free of defects. The Group could experience a material adverse effect on its business if subcontractors and other parties with whom it has entered into agreements fail to complete jobs correctly and effectively or in a timely manner, or otherwise fail to meet their obligations vis-à-vis the Group (whether or not caused by insolvency) or if the Group is unable to find qualified subcontractors in the future. Poor performance or defaults by a major subcontractor may lead to project delays, unanticipated additional costs and, possibly, penalties incurred by the Group. Disputes with subcontractors and other parties with whom the Group has entered into agreements, that have failed to complete jobs properly or otherwise have failed to meet their obligations, may result in litigation. Even if the Group was to be successful in litigation, it may not be able to collect damages if the party found liable is insolvent at that time. In particular, the performance of contracting and engineering activities relies to a certain extent, on the quality of the work done by the subcontractors. In the event that the Group is unable to find suitable subcontractors or if fees charged by subcontractors increase substantially, or if there is any significant claim or lawsuit against the Group or any of its subsidiaries, for work performed by the subcontractors, the Group's the asset value, financial standing and earnings position of the Group.

The Group is subject to different legal systems imposing different obligations

The Group is operating in several jurisdictions including the Czech Republic, Slovakia, Germany, Italy and Australia while looking at some other prospective markets such as Canada, the USA and Turkey. Each market is governed by different legal systems, each of them imposing different requirements and obligations on the Group's operations. If the Group is unable to follow these different requirements, its business and financial performance may be adversely affected. Moreover even if the Group is able to comply with individual legal systems, it may face the risk of managing various subsidiaries operating in different legal systems, which may significantly occupy senior management and as a result the Group's overall business performance and financial result may be adversely affected.

Risks related to the liability for design, technology or construction defects

The construction work will be rendered by Photon Engineering B.V. or one of its subsidiaries as the general contractor. The corresponding work is usually subject to a contractually agreed warranty period of between 2 and 5 years. Photon Energy Technology B.V. will procure the components which are necessary for the construction work, especially the modules and alternating current converters, from the appropriate manufacturers. The warranty periods concerning the physical properties of these components usually range between 5 to 10 years and are related to the particular product guarantees. The manufacturer’s guarantees pertaining to the components, especially the product and service guarantees will usually be transferred to the owner of the photovoltaic power plant, i.e. the appropriate special purpose vehicle. There is a risk that defects in the photovoltaic power plants and/or in the components used during the installation will only arise after the expiry of the guarantee period or the guarantee itself and that no guarantee claims will therefore be able to be validly made to the given contractual partner. Moreover, it cannot be ruled out that the claim recipient will not be willing or will not be in a position to comply with the guarantee claim which can lead to costly and time consuming legal disputes under certain circumstances. In the case of insolvency of the claim recipient, any eventual guarantee claims will come up empty based on the insolvency. Even in the case of a manufacturer’s guarantee, there is a risk that the

guarantee may not be able to be implemented due to the manufacturer's insolvency or for any other legal and/or practical reasons (for example against a foreign group).
The installation of the photovoltaic power plants is also associated with the risk that, despite careful planning and advance payments, the connection to the electricity distribution network will not succeed or will be delayed. The error may occur during the project development or later during the technical implementation. In this case, there is a risk that any claims for compensation for damages made against the given contractual partner, which made the error, will not be enforceable or will not be able to be enforced in full.
The occurrence of one or more of the aforementioned risks could have a significantly adverse effect on the the asset value, financial standing and earnings position of the Group.

Risks related to key personnel
The successful realisation of the business strategy and the Group's goals is significantly dependent on the knowledge, experience and contacts of the current management, especially that of the shareholders and members of the Board of Directors, Georg Hotar and Michael Gartner, who are responsible for the successful development of the Group on the basis of their knowledge of the industry and their expertise, as well as their customer contacts and strategic abilities. There is a risk that the dynamism of the commercial development will fall and/or that important know-how will be lost in the case of the resignation of either of the members of the Board of Directors. The loss of one or more managers could have a significantly adverse effect on the commercial activities and also on the asset value, financial standing and earning position of the Group.
In addition, there are also further qualified expert and managerial personnel, especially in the technical area, with which the Issuer cooperates almost exclusively within the framework of its commercial activities. If individuals occupying key management positions or individuals with certain know-how or service providers should cease providing their services to the Group, or the Group is no longer able to recruit qualified experts and managers under reasonable conditions, and to the necessary extent in the future, the aforementioned factors could also have an adverse effect on the Group's business activities, its asset value, financial standing and earnings position.

Liquidity risks
The Company is dependent upon having access to short- and long term funding mainly in the form of project financing. There is a risk that the Group will not be able to arrange such project financing and/or that the credit market tightens or completely dries out for the PV industry, which would have an adverse effect on the liquidity of the Group and costs of debt financing in the short term as well as growth prospects in the long term. There can be no assurance that the Group may not experience net cash flow shortfalls exceeding the Group's available funding sources. Furthermore, there can be no assurance that the Company or its subsidiaries will be able to raise new equity, or arrange new borrowing facilities, on favorable terms and in amounts necessary to conduct its ongoing and future operations, should this be required.

Risks related to the Group's structure
Because the Company conducts its business through its subsidiaries, its ability to pay dividends to shareholders depends on the earnings and cash flow of its subsidiaries and their ability to pay the Company dividends and to advance funds to it. Other contractual and legal restrictions applicable to the Company's subsidiaries could also limit its ability to obtain cash from them. The Company's right to

participate in any distribution of its subsidiaries' assets upon their liquidation, reorganization or insolvency would generally be subject to prior claims of the subsidiaries' creditors, including lenders and trade creditors.

Risk related to a controlling shareholder

The Company has ultimately two controlling shareholders i.e. Mr. Michael Gartner and Mr. Georg Hotar ("Controlling Shareholders") who currently own directly or indirectly, via Dutch based entities, about 78% of the Company's ordinary shares. Through their holdings, the Controlling Shareholders will continue to be able to exert significant influence over, or in some cases block, certain matters that must be decided by a vote of the general meeting of Shareholders, including the election of directors. To the extent that the interests of the Controlling Shareholders may differ from the interests of minority shareholders, such minority shareholders may be disadvantaged by any actions that the Controlling Shareholders may seek to pursue.

Risk of significant capital needs and additional financing requirements

Both the development and the construction of photovoltaic power plants are relatively capital intensive and require substantial up-front investment outlays, development and construction costs as well as certain investments in research and development. Therefore, the business plan of the Group is based on the ongoing raising of project-level financing either in the form of debt or equity. Each new photovoltaic project depends on the Group's ability to raise the necessary funding through the provision of loans from banks or other financial service providers and through equity provided by the Group or potential external (co-)investors. The international financial crisis and recent changes in the regulatory regimes in the renewable energy sector have tightened the market for financing and rendered the raising of debt significantly more challenging. If sufficient credit supply is not available or if it is only available at terms which prove to be commercially unattractive this would reduce the profitability of the Group's investments and would hamper or even hinder the future growth of the Group. The Group cannot provide any assurance either that it will raise the necessary funding for future projects or that market conditions will be favorable for raising sufficient financing from any sources available, which is vital for the development of the Group. If the Group were not in a position to secure the necessary financing, it could be forced to change its investment plans or to incur higher than expected financing costs. This could mean that the Group would have to change its business strategy from growth and internationalization to the sale of projects or stakes in projects. Any failure to obtain necessary financing could have a material adverse effect on the business, financial standing and earning position of the Group, as well as its ability to execute the strategy.

Risk related to the secondary obligations from the credit contracts

The loan and cooperation contracts between the special purpose vehicles (SPVs) owned by the Group and the financing banks allow for secondary obligations and constraints for the individual SPVs, Photon Energy Investments' (PE Investments), which is a fully owned subsidiary of the Issuer, and partially also for Photon Energy N.V., as well as some special conditions, the breach of which can lead to an increase in the interest rate and/or to the regular cancellation of the contract by the creditor under certain circumstances; in the case of the Czech SPVs, PE Investments' call options for the shares in the Czech SPVs can lapse in a most extreme scenario. As such, the loan contracts between the Slovak SPVs and UniCredit Bank Slovakia a.s. and others allow for the maintenance of a certain equity level and a certain Debt Service Coverage Ratio (DSCR), for example. The Czech SPVs have also guaranteed to Raiffeisen – Leasing Real

Estate s.r.o. (RLRE) and others to maintain a certain DSCR. Due to the retroactive introduction of the solar levy by the Czech government, three of the Czech SPVs failed to maintain the required DSCR in 2011; the shortfall has been addressed by a partial capitalisation of loan of the affected SPVs by PE Investments. Further shortfalls in the required DSCR level in future cannot be fully ruled out, however.
If any of the SPVs, PE Investments or Photon Energy N.V. breach one or more so-called covenants or if any of the other conditions are not adhered to, and if this is to lead to the end of the loan and/or cooperation contract without any notice or on short notice or to an increase in the interest rate for the credit in question, this would have a negative effect on the liquidity, the financial standing and asset value of the individual SPVs and the Group. If other financing is not found in these cases or if it is not found in time and the provided loan becomes due for repayment, there is a risk that the bank in question may dispose of the assets which have been put up as security (especially the shares in the SPVs). Moreover, the other SPVs may be obliged in certain cases to provide additional security, which may not be possible and could lead to the cancellation of the credit in question. Furthermore, the SPVs' room to manoeuvre will be limited by the constraints. The loss of the call options pertaining to the Czech SPVs would result in the withdrawal of the Czech SPVs from the Group. All of the aforementioned factors could also be significantly adverse for the asset, financial and earnings position of the PE Investments Group and also for Photon Energy N.V.

Risks related to the concentration of external financing
The external financing of the majority of proprietary portfolio has been exclusively realised via two Banks; the Slovak photovoltaic power plants have been financed by UniCredit Bank Slovakia a.s. and the Czech SPVs (with the exception of Photon SPV 1 s.r.o.) have been financed by Raiffeisen Group. Given the concentration of the bank financing in only one bank in each country, a certain dependency on the given financing institutions exists which could, for example, mean that the refinancing of individual projects is not possible.

In relation to the Czech project portfolio a portfolio-wide collateral in the sense that each SPV is liable for the obligations and liabilities of the remaining SPVs under the inclusion of its provided security (cross collateralization) has been agreed with the lender. This means, for example, that the payment difficulties of just one SPV will also affect the remaining Czech SPVs which are jointly-liable for any corresponding defaults. Moreover, the security provided by the Czech SPVs and the Issuer can only be released and the call option of the shares in the Czech SPVs can only be exercised once all of the liabilities of all of the included SPVs have been settled.

100% share in the above entities is owned by Raiffeisen – Leasing Real Estate, s.r.o. ("RLRE"). Although those companies are legally owned by RLRE , the Group consolidates them under IFRS rules. Photon Energy N.V. is considered a beneficial owner as it is owner of economic benefits and is directly exposed to economic risks of those companies. On 12th November 2012, subsidiary Photon Energy Investments NV signed contracts with Raiffeisenbank ("RLRE") on releveraging of CZ portfolio-based on them, RLRE has refinanced and released additional 149 MCZK (EUR 5,927 thousands) to the financing of the current structure with 8 years tenor from now on, with a fixed interest rate of 5,19% p.a. applicable for the whole exposure. The increase is related to six CZ SPVs (SPV 4, SPV 6, SPV 10, SPV 11, Onyx I, Onyx II). In connection with increase of the loans on those SPVs, additional capitalization of subordinated loans was performed on the same day in the total amount CZK 35,700 thousands (EUR 1,420 thousands) in order to meet the thin capitalization criteria. The first capitalization of part of the subordinated loans was performed on 18th July 2012. Total amount capitalized equaled to CZK 221,951 thousands (EUR 8,829

thousands).

Risks related to the technology obsolence and failure

Only limited empirical data is available with regard to the long-term performance of the solar modules. Manufacturers do admittedly usually give performance guarantees for a specific period of time. However, these usually only guarantee a specific percentage of the total operating time life (for example 80% after 20 years). There is a risk that the degradation will not occur in a linear fashion, but that the performance will fall to the lowest guaranteed value during the first year, which will result in a significant worsening of the average performance of the module without the guarantee having been breached or any claim possible against the manufacturer. The corresponding reduced electricity generation would result in negative consequences for the asset value, financial standing and earnings position of the Group.

The service life of the technical components, in particular the solar modules and the alternating current converters, is limited. It is therefore necessary to reckon with the breakdown or replacement of the essential components during the operating period of a photovoltaic power plant. In this case, there is a risk that the corresponding expenses and/or losses of earnings caused by this will not be covered by the guarantees or that the appropriate contractual partners will not be able to fulfil their obligations. Some of the SPVs in the Group's proprietary portfolio have admittedly formed reserves; these could, however, prove themselves to be insufficient.

The risks arising from the operation of the facilities are based on the photovoltaic power plant technology and maintenance. The photovoltaic facilities are exposed to various loads as well as to climatic and environmental influences during their operations. This can result in unplanned maintenance expenses. Moreover, there is a risk that the photovoltaic facilities or parts thereof will not achieve the predicted service life. In a running operation, it is necessary to reckon with technically based losses, such as network failures. Downtime due to technical maintenance or for other reasons may lead to losses of earnings which are not covered by any guarantees or insurance.

With regards to existing network connections, there is always the risk that no remunerated electricity feed will be possible due to irregularities in the general power supply, overcapacity or line bottlenecks and that the affected company in the Group will receive none or only limited compensation.

The occurrence of one or more of the aforementioned risks could have a significantly adverse effect on the asset value, financial standing and earning position of the Group.

Risks related to the due-dilligence process

During the development or acquisition of a photovoltaic power plant project, provision is made for the realisation of legal, economic and technical due diligence, whereby external advisors should be used for this at least to some extent. There is the risk that something will be incorrectly identified or falsely assessed or that other errors may occur during the due diligence. For example, technical risks concerning the network connection may not be identified or permit requirements may be overlooked. Under certain circumstances, errors in the due diligence process can have a significantly adverse effect on the realisation of a project, may lead to significant extra time requirements and/or additional costs or may lead to the commenced realisation of the project being cancelled. There is no guarantee of the appropriate recourse in the case of an error on the part of an external advisor. All of the aforementioned risks could have a significantly adverse effect in the asset, financial and earnings position of the Group.

Risks resulting from company loans, from granting of securities, from guarantees or other financing commitments

With respect to the Raiffeisen - Leasing Real Estate s.r.o., Photon Energy N.V together with its subsidiary Photon Energy Investments committed itself - in the context of financing of the Czech Special Purpose Vehicles – to secure the payment of the final instalment (to be paid on January 5, 2021) with regards to the redemption of the loans granted to the SPVs. The sum in question amounts to more than EUR 14,9 million. Provided that one or more of the Czech SPVs are not capable of standing the respective last rate of redemption, it is Photon Energy Investments and Photon Energy N.V. that would be obliged to cover the sum in question; this could have a negative impact on the company´s financial standing, asset value and results of the Group.

PE Investments, a fully owned subsidiary of the Issuer, has put unsecured company loans of altogether 910 thousand EUR at the disposal to its Italian subsidiaries, these companies loans are to be paid back on December 17, 2017.

Risks resulting from the revaluation of the SPVs

While preparing the examined interim consolidated financial statement of SPVs, as of 30 June 2012, PE Investments which is fully owned by the Issuer, re-valuated the SPVs and its property according to the DCF-method; in the interim financial statement this was set higher above the purchase price and consequently also above the acquisition costs. Duration of the respective compensation for electricity fed into the grid was defined as a monitoring period for the new revaluation. Further the new revaluation contains certain assumptions and factors, as e.g. higher energy yields, discounting factor or risk discount or phasing out of the solar levy in the Czech Republic after 2013. Any changes in the above described used assumptions could have a significant impact on the recognized fair values. Especially if the solar levy in the Czech Republic (either in original or in amended form) will be prolonged. The current proposal by the government of 10% solar levy for the remaining period of life of the solar plants applied on total compensation for electricity fed into the grid would mean for the Czech SPVs (17 years) an impairment requirement of about EUR 5.5 million. Extraordinary impairment of this kind would profoundly harm or burden the balance sheet as well as the result of the PE Investments and the Group; this could, considering the circumstances, lead to less advantageous conditions during the refinancing or external financing. In addition to this the impairment could cause the equity ratio, a key covenant for the bond issued by PE Investments, could be breached, without any of defined exceptions taking place, by which the extraordinary right of termination of the bond creditors would be redeemed. Also in the internal revaluation of the Italian and German SPVs there are certain assumptions and factors, and any changes in the assumptions and factors used could have a significant impact on the recognized fair values.

Risks of the withdrawal or of ineffectiveness of permits vital for operation

For the business activity of the SPVs it is necessary to have various permits, authorisations, concessions etc. depending on various locations in order to be allowed to build and operate photovoltaic power plants in compliance with valid national legislation. In case of existing power plants, the permits and authorizations were granted. The decisions are usually accompanied with secondary provisions and/or requirement to maintain the permissions. It may happen that the decisions can be revoked or cancelled, for example in case of the breach of the legal requirements, which could result in the interruption, limitation and/or prohibiting of the business activity and consequently would have a very negative impact on the financial situation, status and results of specific SPVs and the whole Group. There is another danger: a third party could claim the ineffectiveness of the granted permits, for example because of

procedural errors, or there could requirements emerge or demand concerning the permission appear that would limit the business activity and/or call for costly (consequent) measures; this would then also have a negative impact on the financial situation and results of the Group.

Risks resulting from the acquisition of the current portfolio

All the shares in SPVs in Slovakia and corresponding shares of property concerning the SPVs in the Czech Republic were transferred between the subsidiaries of the Group via contracts dated June 12, 2012 and June 19, 2012, respectively. In case of the Slovak affiliated companies ATS Energy s.r.o., Fotonika s.r.o., Eco Plan 2 s.r.o. and Eco Plan 3 s.r.o. the seller was registered in trade register as a shareholder, however the relevant documentation regarding the transfer of the relevant company shares to the seller is not complete since the foundation was not complete either; this means the legal ownership of the seller could not be consistently traced back. Guarantees, especially guarantees concerning the legal ownership or the business guarantees could not be provided by the seller to the acquirer. Regulation concerning the adjustment of the purchase price was not provided either. By the contracts from December 13, 2012, one entity within the Group acquired from the another entity within the Group in each case 100% of the shares of the Italian SPVs. The seller guaranteed each time to be the owner of the shares; business guarantees were not provided. It cannot be ruled out that the risks resulting from the acquisition of the company shares or items of property of the SPVs take place by the issuer, especially that it did not become the owner of the company shares or items of property which have a very negative impact on the financial situation, status and results.

Risk of an insufficient risk management system

Due to the planned expansion of the portfolio – especially in other countries – the risk management system including the controlling of the Group have to be continuously expanded because of exchange of information as well as recording and processing of data of foreign subsidiaries. It cannot be ruled out that this does not happen at all or does not happen timely which means information possibly relevant for dealing with the risk is not at all, not completely or not fast enough made public. It can then happen that - despite the existence of a risk management system – great risks for the affiliated companies abroad will be discovered too late or not at all. In addition it cannot be ruled out that already known risks will be miscalculated. There is the risk that the risk management system including controlling of the Group prove to be as partially or completely insufficient or that they will fail and that consequently risks within the business activity of the Group will materialize or that they will not be discovered soon enough or that it all could result in development and decisions misleading in a business and administrative way. The occurrence of one or more of these risks could have a very negative impact on the financial standing, asset value and results of the Group.

10.3. Risks related to Shares, listing and trading

Share trading suspension or withdrawal from trading by order of the ATS Organizer

According to §11 of the ATS Rules, the ATS Organizer may suspend trading in the Company's shares for a period not longer than three months (subject to the provisions of §12.3 and §17c.5):

- at the request of the Issuer;
- if the ATS Organizer considers it necessary to protect the interests and safety of trading participants.

Moreover, the ATS Organizer shall, in cases set out by law, suspend trading in financial instruments for not more than a month.

§12.1 of the ATS Rules stipulates that the ATS Organizer may withdraw instruments from trading:

- at the request of the Issuer, however, such decision may be dependent on meeting additional requirements by the Issuer;
- if the ATS Organizer considers it necessary to protect the interests and safety of trading participants;
- in the case that the Issuer's bankruptcy is declared or the application for bankruptcy is dismissed by the court due to the Issuer not possessing sufficient funds to cover the court proceeding costs;
- in the case that the Issuer is placed in liquidation.

Furthermore, according to §12.2 of the ATS Rules, the ATS Organizer shall delist instruments from the ATS:

- in cases set out in law;
- if their transferability has become restricted;
- if they are no longer dematerialized;
- 6 months of the validity date of a decision on declaration of bankruptcy of the Issuer including liquidation of its assets or court decision to dismiss a petition for declaration of bankruptcy because the Issuer's assets are insufficient to cover the costs of proceedings.

§12.3 of the ATS Rules further stipulates that before making a decision to delist financial instruments, the ATS Organizer may suspend trading in those financial instruments. In that case, the three-month-long suspension period shall not apply.

According to §17c.3 of the ATS Rules, if the Issuer fails to complete the imposed penalty of reprimand or a fine or, despite the imposed penalty, still fails to comply with the rules or regulations applicable in the ATS, the ATS Organizer may:

- suspend trading in the Issuer's financial instruments in the ATS (in that case, as stipulated in §17c.5 of the ATS Rules, the three-month-long suspension period shall not apply);
- delist the Issuer's financial instruments from the ATS.

According to §18.7 of the ATS Rules, in the event of:

- termination or expiry of the agreement with the Authorised Adviser prior to the end of the third year of trading in Issuer's financial instruments, except for the termination of the agreement under the relevant release,
- suspension of the Authorised Adviser's right to operate in the ATS,
- striking the Authorised Adviser off the register of Authorised Advisers maintained by the ATS Organizer,

the ATS Organizer may suspend trading in financial instruments of the Issuer for which such entity acts as an Authorised Adviser, if it decides that safety of trading in the ATS or the interests of trading participants require so.

According to §20.5 of the ATS Rules, the ATS Organizer may suspend the trading in the financial instruments of the Issuer if the agreement with its Market Maker is terminated or expires, or if the Market

Maker's right to operate in the ATS is suspended. The suspension of trading in Issuer's financial instrument may be in effect until a new agreement with a Market Maker is executed and takes effect.
The suspension of trading in financial instruments stipulated in §20.5 of the ATS Rules shall not apply if the Issuer has been released from the requirement of having an agreement with a Market Maker (not earlier than upon the lapse of 2 years after the first date of trading in the Issuer's financial instruments in the ATS).

Share trading suspension or withdrawal from trading by order of the KNF
Art. 78 points 2, 3, and 4, respectively, of the Trading Act stipulate that:

- in the case that it is deemed necessary for the safe functioning of the ATS or in investors' interests, the KNF may require the ATS Organizer to suspend the trading of Issuer's shares for a period of not longer than 10 days;
- in the case that the Issuer's shares are traded under circumstances that may endanger the safe and lawful functioning of the ATS or the interests of investors, the KNF may require the ATS Organizer to suspend the trading of the Issuer's shares for a period not longer than one month;
- at the order of the KNF, the ATS Organizer may be required to terminate the trading of Issuer's shares if continued trading would in a material way harm the lawful and safe function of the ATS or would harm investors' interests.

Financial penalties imposed by the ATS Organizer
According to §17c.1 of the ATS Rules, if the Issuer fails to abide by the rules or regulations applicable in the ATS, apart from reprimanding the Issuer, the ATS Organizer may also, depending on the degree and scope of the occurring violation or irregularity, impose a fine of up to PLN 50,000.00 on the Issuer.
Furthermore, according to §17c.3 of the ATS Rules, if the Issuer fails to complete the imposed penalty of reprimand or a fine or, despite the imposed penalty, still fails to comply with the rules or regulations applicable in the ATS, apart from suspending trading in the Issuer's shares or delisting, the ATS Organizer may impose a fine on the Issuer, however, the fine together with the fine imposed under §17c.1 shall not be more than PLN 50,000.00.

Financial penalties imposed by the KNF
Pursuant to art. 96-98 of the Offering Act and art. 176-176a of the Trading Act, the KNF may impose fines of up to PLN 5,000,000.00, depending on a type of breach, on the Issuer for not following its relevant obligations resulting from the Trading Act or the Offering Act.

Investment in shares listed on NewConnect
Any investor buying the Issuer's shares must be aware that investment in shares listed on NewConnect market is considerably riskier than owning shares in a company listed on the main market of the Warsaw Stock Exchange, or bonds, given that high volatility in the share price and low trading liquidity must be expected in the short and long term.

Currency risks relating to share price
The Company's shares are quoted in PLN while the Company's financial results are derived and reported in EUR. Further, the registered capital of the Company and nominal value of Shares are also denominated in EUR. Significant fluctuations in the EUR/PLN exchange rate may have a material impact on the capital return to shareholders.

High share price volatility

The trading price of the Issuer's shares could fluctuate significantly in response to quarterly variations in operating results, general economic outlook, adverse business developments, interest rate changes, or changes in financial estimates by securities analysts. Market conditions may affect the Issuer's shares regardless of the Company's operating results. Accordingly, the market price of the Issuer's shares may not reflect the underlying value of the Company's assets and operations, and the price at which investors may dispose of their shares at any point in time may be influenced by a number of factors, only some of which may pertain to the Company while others of which may be outside the Company's control.

The market price of the Issuer's shares could decline due to sales of a large number of shares in the market, or the perception that such sales could occur. Such sales could also, in the future, make it more difficult for the Company to offer equity securities at a time and at a price that are deemed appropriate.

The ability to bring an action against the Company may be limited under Dutch law

The Company is a joint-stock company incorporated under the laws of the Netherlands. The rights of holders of Shares are governed by Dutch law and by the Articles. These rights might differ from the rights of shareholders in other jurisdictions.

Dilution of shareholding

The investors' percentage of ownership in the Company may be diluted if ordinary shares are offered. The Board has been designated as the authorized body to issue shares and to limit or exclude any pre-emptive rights to which shareholders may be entitled in connection with the issuance of shares. In addition, for reasons relating to foreign securities laws or other factors, foreign investors may not be able to participate in a new issuance of shares or other securities, and may face dilution as a result.

Differences in availability of public information, reporting obligations and rights of shareholders

The disclosure requirements applicable to Dutch public companies may differ in certain respects from those applicable to public companies in other countries, including Poland. As a result, such public companies, including the Company, may disclose less information or at different dates than public companies in certain other countries, including Poland.

The rights of holders of the Shares are governed by Dutch law and the Company's organization documents. These rights differ in certain respects from the rights of shareholders in corporations organized under the laws of Poland. Moreover, to exercise certain of their shareholder rights, the Shareholders will have to comply with certain requirements of Dutch or Polish law. Therefore, there can be no assurance that shareholders intending to exercise their corporate rights, including voting rights and pre-emptive rights, will be able to do so in a timely manner, if at all, and without incurring additional costs.

Holders of the Shares listed on the WSE must rely on the Polish NDS and Euroclear to exercise their rights

If the holders of the shares listed on the WSE want to exercise any of the rights attaching to such shares they must rely on the Polish NDS to transmit their instructions to Euroclear, to either exercise those rights for their benefit or authorise them to exercise those rights for their own benefit. Likewise, any entitlements to the holders will have to be passed through Euroclear and the Polish NDS. There can be no assurance that all such rights and entitlements will at all times be duly and timely passed on or exercised.

XI. DESCRIPTION OF THE ISSUER AND ITS BUSINESS ACTIVITY

11.1. Short background information on the Issuer

The most important events in the history of the Group include:

9th December 2010	Incorporation of Photon Energy N.V. by two founding shareholders: Mr. Georg Hotar (48.33% of share capital) and Mr. Michal Gartner (51.67% of share capital) with the statutory seat at Barbara Strozzilaan 201, 1083 HN, Amsterdam, the Netherlands and registered with the Dutch Trade Register *(Kamer van Koophandel)* under the number 51447126.
23rd December 2010	Mr. Hotar contributed 7,976,150 shares, and Mr. Gartner contributed 8,526,150 shares, of Photon Energy a.s., a company organized under the laws of the Czech Republic ("Photon Energy a.s.", renamed to Phoenix Energy a.s. as of 20 December 2012), to the capital of the Issuer as non-obligatory share premium (*onverplicht agio*), with the Issuer thus becoming an owner of shares representing 71.75% of share capital of Photon Energy a.s.
24th December 2010	The shares of the Issuer were contributed by the two founding shareholders to Solar Power to the People Cooperatief U.A. and Solar Future Cooperatief U.A.
10th November 2011	The Issuer acquired from Photon Energy a.s. the following companies: 100% shares in Photon Energy Investments DE N.V., 100% shares in Photon Energy Investments SK N.V. and 100% shares in Photon Energy Investments IT N.V. All companies acquired were incorporated under the laws of the Netherlands, with their statutory seat in Amsterdam and a place of business at Barbara Strozzilaan 201, 1083 HN, Amsterdam.
30th November 2011	The first photovoltaic rooftop installation in Italy (Verderio, province Lecco), with a total installed capacity of 261 kWp, was successfully completed and connected to the grid, securing the feed in premium of EUR 0.265/kWh on top of the electricity sales revenues of more than EUR 0.07/kWh.
31 th December 2011	Completion of the construction of 1.3 MWp PV power plants in Germany including Ellrich (1 MWp), Grundschule Ueckermünde (45 kWp), Altentreptow (156 kWp), Gymnasium Ueckermuende (27 kWp), Demmin (41kWp), Kindergarten Ueckermuende (25 kWp) and scuring grid connection for Gymnasium Ueckermuende and Kindergarten Ueckermuende.

14th April, 2012	Photon DE SPV 1 GmbH, fully owned by the Issuer, sold three German rooftop projects: Grundschule Ueckermünde (45 kWp), Gymnasium Demmin (40.5 kWp) and Goetheschule (27 kWp) to the third party.
5th April, 2012	Messrs. van Wijlen and van den Berg resigned from the Board of Directors of the Issuer.
2nd May, 2012	The Issuer incorporated Photon Directors B.V with its statutory seat in Amsterdam and a place of business at Barbara Strozzilaan 201, 1083 HN, Amsterdam.
June 2012	The Issuer incorporated Photon Energy Investments N.V., Photon Energy Engineering B.V., Photon Energy Operations N.V., Photon Energy Finance B.V. (later renamed to Photon Energy Projects B.V.), Photon Energy Technology B.V. and Photon Energy FinCo B.V., all companies, established under the laws of the Netherlands, having their statutory seat in Amsterdam and a place of business at Barbara Strozzilaan 201, 1083 HN, Amsterdam.
19th June 2012	The issuer acquired 100% of Photon Energy Investments N.V. and Photon Energy Investments N.V. acquired ownership rights of the Czech power plant portfolio legally owned by RLRE.
28th June, 2012	The Issuer acquired 100% of Photon Corporate Services s.r.o., (subsequently renamed to Photon Energy Corporate Services CZ s.r.o.), with its registered seat at Uruguayska 17, Praha 2, 120 00, Czech Republic, and 100% of Photon Energy Australia Pty Ltd, with its registered address at 38 Ricketty Street, Mascot NSW 2020, Australia.
29th June, 2012	Completion and connection to the grid of 1.0 MWp photovoltaic power plant in Biella, province Verrone, Italy.
5th July, 2012	The Issuer acquired 100% of Photon Energy Deutschland GmbH, subsequently renamed to Photon Energy Corporate Services DE GmbH and 100% of Photon DE SPV 5 GbH, subsequently renamed to Photon Energy Finance Europe GmbH, both companies having their registered office at Stralauer Platz 33/34, 10243, Berlin, Germany.
6th July, 2012	The Issuer acquired 100% of Photon Energy Polska Sp. z.o.o., with its registered office in Warsaw, Poland, incorporated under number KRS 0000356478.
4th September, 2012	100% ownership interests in Photon Import s.r.o., Photon Trading s.r.o and Photon Engineering s.r.o. were sold out of the Group
6th September, 2012	Photon Energy Operations SW DE Gmbh, a fully owned subsidiary of the Issuer, signed an agreement with the insolvency administrator of SunConcept Service GmbH, on the basis of which it entered into the operations and maintenance contracts, supported by the Insolvency

	Administrator (Goodwill), and acquired Customer Data and Project files of SunConcept. By the end of 2012, the Issuer signed 55 contracts with former Sunconcept customers and increased the capacity of PV power plants under operations by 4.5 MWp.
10th October, 2012	The Issuer incorporated Minority Shareholders Photon Energy B.V. ("MSBV", currently renamed to Solar Age Investments B.V.), with its statutory seat in Amsterdam and a place of business at Barbara Strozzilaan 201, 1083 HN, Amsterdam.
12th November, 2012	The Issuer acting as the sole shareholder of Photon Energy Investments N.V., increased its authorized capital to EUR 5,000,000. Upon the capital increase, the issued and paid up capital of Photon Energy Investments N.V. amounts to EUR 1,125,000.
22nd November, 2012	The Issuer transferred 16,627,312 ordinary shares in the share capital of Photon Energy a.s., ISIN CZ005121202, to its 100% owned subsidiary, Minority Shareholders Photon Energy B.V.. These shares were transferred as additional contribution in kind on the shares of MSBV and the value of contributed shares of Photon Energy a.s. is regarded as a non-stipulated share premium. The transfer of the shares of Photon Energy a.s. was effective as of 19 December 2012, i,e, the date of the credit entry of the shares in the security account in the name of MSBV.
3rd December, 2012	The Issuer's General Meeting decided to issue 18,400,000 new shares from the Issuer's share premium reserve.
4th December, 2012	The Issuer transferred 100% of its shares in Minority Shareholders Photon Energy B.V. ("MSBV") to Solar Future Cooperatief U.A. and Solar Power to the People Cooperatief U.A., namely the Issuer transferred 4,833 shares in MSBV to Solar Power to the People Cooperatief U.A., and 5,167 shares in MSBV to Solar Future Cooperatief U.A. As a result of this transaction, the Issuer's holdings in MSBV and Photon Energy a.s. were reduced to zero.
17th December 2012	The sole shareholders of the Issuer decided to dematerialize the total share capital of the Issuer with Euroclear Netherlands serving as Central Security Depository and a Polish Security Depository (Krajowy Depozyt Papierów Wartościowych (KDPW) serving as a secondary depositary and to introduce the Issuer's shares to trading on NewConnect.
18th December 2012	The sole shareholders of the Issuer adopted the amendment of the Articles of Assocation of the Issuer. The Deed of Amendment of the Articles of Association was executed by a notarial deed dated 18th December, 2012.
18th December, 2012	Solar Future Cooperatief U.A. and Solar Power to the People Cooperatief U.A. contributed in-kind 6,372,688 of the Issuer's shares to Minority Shareholders Photon Energy B.V. (MSBV).

28 December 2012	Photon Energy Investments DE N.V., fully owned by the Issuer, sold the ownership rights to the Ellrich power plan with a total installed capacity of nearly 1 MWp, outside of the Group.
15 February 2013	Photon Energy Operations IT s.r.l., fully owned by the Issuer, signed agreements to provide operations & maintenance services to third-party PV plants with 8 MWp of installed capacity in Italy in the area of Abruzzo. This was the first O&M contract for an external client that the Group signed in Italy.
6th March 2013	The Group completed and successfully connected to the grid the two first rooftop PV power plants in Australia: Symonston (144 kWp) and Fyshwick (140 kWp).
11th March 2013	Photon Energy Investments N.V., a fully owned subsidiary of the Issuer, issued a bond with a total volume of up to EUR 40 million, so far approximately EUR 4 million has been raised and offering a coupon of 8% p.a., paid quarterly; the bond is listed on the Open Market segment of Deutsche Börse AG (Quotation Board on the Frankfurt Stock Exchange)
10th April 2013	The Issuer entered into the Deed of Transfer of Shares in Photon Energy N.V. for the purpose of Inclusion in the Deposit System of Euroclear Nederland, based on which all the shares of the Issuer were included in a Collective Deposit and Book-Entry Deposit maintained by Euroclear Nederland pursuant to the Dutch Securities Bank Giro Transaction Act.
16th April 2013	Photon Energy Investments N.V. submitted its offers for a reverse auction organised by the government of the Australian Capital Territory (ACT), the administrative region around the capital Canberra. Last year Photon Energy entered its projects into prequalification and succeeded in qualifying four projects with a total installed capacity of 20 MWP for the final auction.
12th April – 15th May 2013	Public offer was extended by SAI (formerly MSBV) to minority shareholders of Phoenix Energy a.s. to exchange their shares in 1:1 ratio for the shares in the Issuer. The share swap was settled on 17th May, 2013.
May 2013	Photon Energy Operations CZ s.r.o. (fully owned subsidiary of the Photon Energy Operations N.V., a fully owned subsidiary of the Issuer) became a founding 10% shareholder in the PV recycling company REsolar s.r.o. together with the Czech Photovoltaic Industry Association (CHEPHO) and other PV industry players in the Czech Republic. REsolar filed its application to become a fully licensed entity for the recycling of photovoltaic modules as imposed by law on PV plant owners.

31st May 2013	The shares of the Issuer (23,000,000 instruments representing 100% of the issued share capital at that time) were introduced to trading in NewConnect market of the Warsaw Stock Exchange.
4th June 2013	The Issuer's shares commenced trading on NewConnect.
19th – 21st June 2013	The Company participated in the Intersolar trade fair in Munich, Germany, the leading trade show for the photovoltaic industry.
12 th June 2013	The Company's 100% subsidiary Photon Energy Investments N.V. paid its first quarterly coupon for its 8% corporate bond.
30th June 2013	The Issuer performed a capital increase. SAI, which post transaction holds a 56.53% controlling interest in the Company, subscribed for 27million newly issued shares (par value EUR 0.01 each) at an issue price of EUR 0.89 (PLN 3.85) per share, for a total investment of EUR 24.03 million (PLN 104.031 million). The subscription price represented a 177% premium over the Friday, 28 June 2013 closing price of EUR 0.32 (PLN 1.39) on NewConnect.

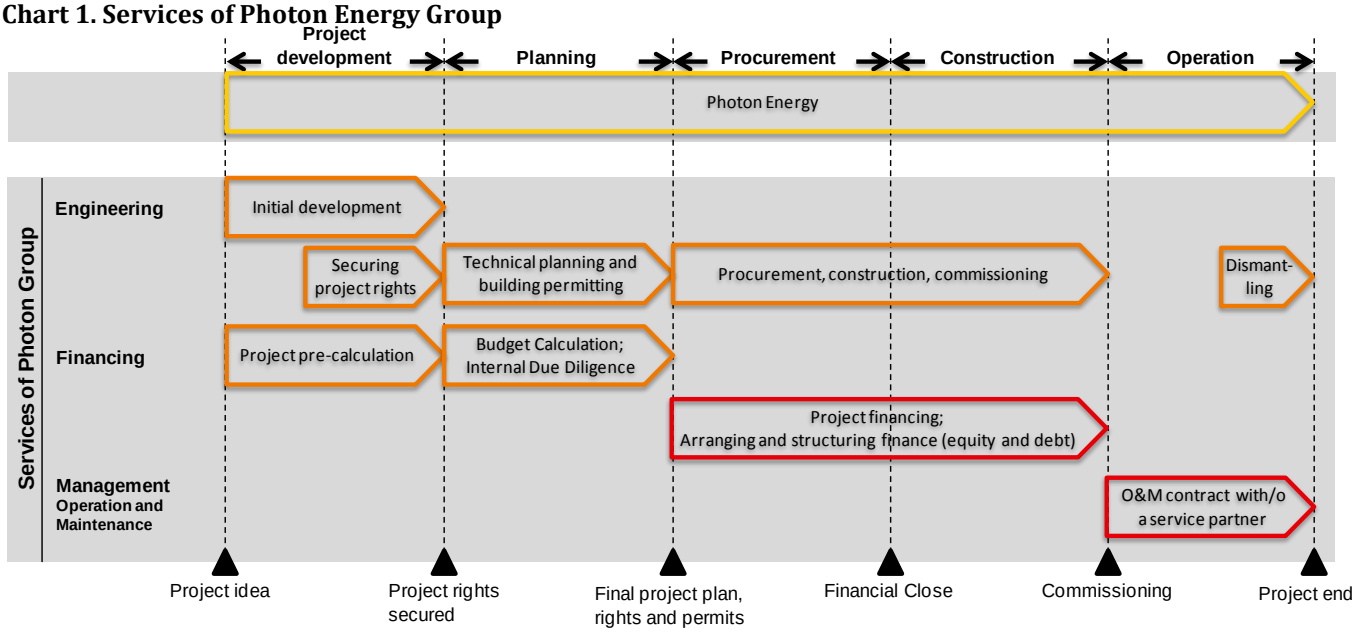
11.2. Description of business carried on by the Issuer

Introduction

The Photon Energy Group offers global comprehensive solutions and maintenance services relating to photovoltaic systems that cover their entire lifecycle. The company Photon Energy N.V. is a holding company of the Photon Energy Group. The Photon Energy Group has its offices in Amsterdam (registered office), Berlin, Prague, Milano, Bratislava, and Sydney and employs approximately 75 employees in total.

Photon Energy Group is vertically integrated on the downstream segment of the photovoltaic value chain. It provides all services necessary for allowing the successful conception, development, construction, as well as the operation and financing of PV plants. The below chart presents a breakdown of the project phases and services that the Group provides at various stages of the photovoltaic project.

Chart 1. Services of Photon Energy Group



The business activities of the Photon Energy Group comprise the following business areas:

Development: control, planning, and development of photovoltaic projects: These business activities are ensured by the company Photon Energy Projects B.V., Amsterdam, which is a 100% subsidiary of the company Photon Energy N.V.

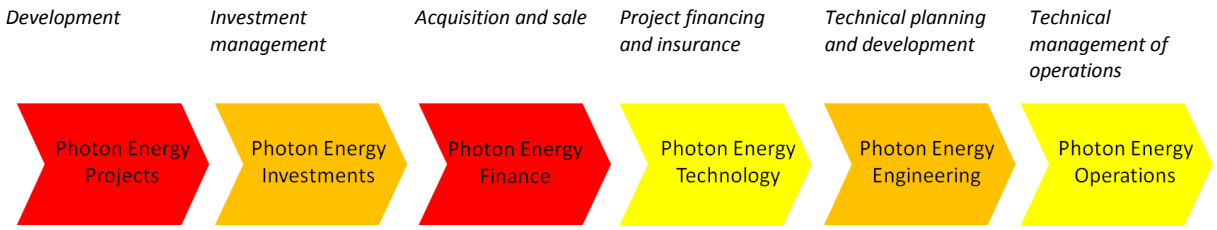
Investment management: investment analysis, project acquisition, role of an investor/contractor, maintenance and administration of the photovoltaic power plant portfolio. These business activities of the Photon Energy Group are ensured by Photon Energy Investments N.V.

Project financing and insurance: project financing and insurance solutions for photovoltaic power plants throughout the preparation and implementation stage: In order to ensure the aforementioned activities, the company Photon Energy Finance Europe GmbH was established within the Photon Energy Group.

Acquisition and sale: acquisition/sale of and trading with photovoltaic components. These activities fall within the scope of powers of the company Photon Energy Technology B.V.

Technical planning and development (engineering): technical planning and development of turnkey photovoltaic and hybrid systems, in the capacity of a general contractor. These business activities are ensured by the company Photon Energy Engineering B.V. and its two subsidiaries, Photon Energy Engineering Europe GmbH and Photon Energy Engineering Australia Pty. Ltd.

Technical management of operations: supervision, operations and maintenance. This business area falls within the competence of the company Photon Energy Operations N.V. and its various subsidiaries (including but not limited to Photon Energy Operations SK s.r.o, Photon Energy Operations CZ s.r.o., Photon Energy Operations DE GmbH, Photon Energy Operations Australia Pty. Ltd., and Photon Management Italy s.r.l.).



Project acquisition:

In the future, acquisitions of completed photovoltaic power plant projects will be executed by Photon Energy Projects B.V. The company Photon Energy Projects B.V. can either develop such projects or acquire them from third parties. A completed project already has all permits necessary for the project implementation and contracts regulating the connection of a photovoltaic power plant to local electricity network as well as remunerations for electricity supplies to public network. The project supervision and assessment take place on the basis of a standardized due diligence process. On the one hand, the due diligence results serve as the basis for purchase decision and purchase price assessment; on the other hand, it is necessary to ensure that any risks associated with the project development rest with Photon Energy Projects B.V. and that any risks associated with the construction stage are assessed realistically. The purchase price will be agreed on the basis of the relevant market prices; under certain circumstances, the company Photon Energy Investments will receive a management/development fee from Photon Energy Projects B.V. Photon Energy Projects B.V. will first offer the projects to Photon Energy Investments N.V. However, in case it refuses to purchase such projects, the company Photon Energy Projects B.V. may offer and sell the relevant projects to third parties.

Project financing:

Photon Energy Investments N.V. shall finance the project acquisition, construction stage, and commissioning in the future by providing corresponding funds to individual SPVs in the form of equity or shareholder loans. Once the photovoltaic power plants are completed, the company will try to convert the financing (partially) to debt financing, using suitable banks. Bank loans are usually granted for the period of 5 to 18 years, whereas it is necessary to regularly present guarantees or liens to photovoltaic power plants/revenues. In case of variable interest rates, it is necessary to minimize the interest rate risk as much as possible, using interest rate hedging transactions. The financing restructuring – i.e. bank loan acceptance – usually leads to partial release of the capital used by the company to finance the project; such funds may then be used for new projects. The financing process is managed by Photon Energy Finance Europe GmbH. The remuneration of Photon Energy Finance Europe GmbH is in the form of result-based components, as certain percentage of the financing volume. However, the minimum and maximum remunerations are regularly agreed.

Technical planning and construction:

Activities in the area of technical planning, construction and commissioning of photovoltaic power plants are ensured by the company Photon Energy Engineering B.V., or its subsidiaries, as appropriate, on the basis of a contract concluded with a general contractor. In the future, Photon Energy Investments N.V. will act as an investor, whereas the company Photon Energy Engineering B.V. (or its subsidiaries, as

appropriate) will act as a general contractor. The EPC contract shall generally set down the remuneration on part with actual production costs increased by risk margin of 10 to 12%. Under certain circumstances, the company Photon Energy Investments will receive a management/development fee from Photon Energy Engineering B.V. Components that are necessary in connection with the development, such as modules and invertors, will be ensured by the company Photon Energy Technology B.V., or its subsidiaries, as appropriate; the acquisition costs of such components shall be billed with a surcharge of 3%. The components are purchased irrespectively of manufacturers; however, solely modules without cadmium telluride will be used in the development.

Technical management operations:

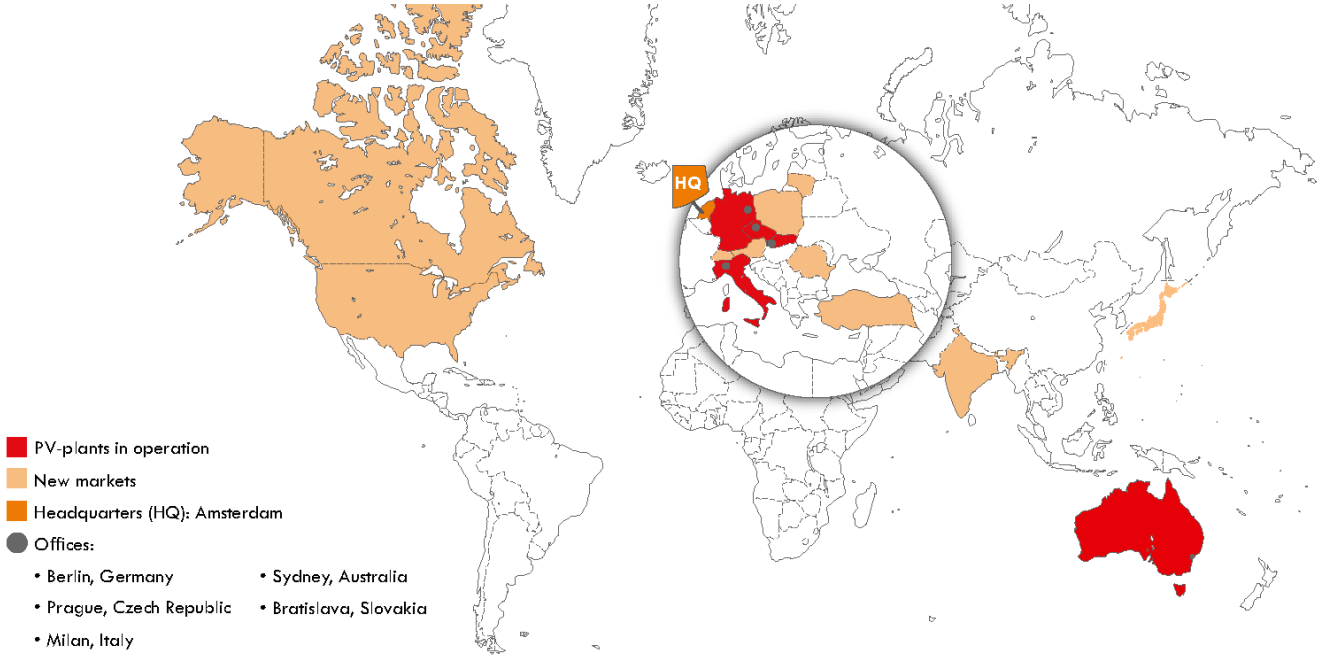
The technical management of operations – i.e. supervisions, maintenance, and repairs of photovoltaic power plants – is ensured by Photon Energy Operations N.V., or its local subsidiaries, as appropriate. The tasks and prices comply with the market terms and conditions agreed with third party suppliers.

Administration and commercial management:

The administration, commercial management of photovoltaic power plants, and other administrative processes of the companies will be divided among the affiliates of the Photon Energy Group. These companies charge their activities on the basis of actually attributable costs.

Geographical location

Photon Energy is headquartered in Amsterdam, Netherlands and has offices in the following countries: Czech Republic, Slovakia, Italy, Germany and Australia.



When presenting geographical information below, segment revenue is based on the geographical location of entities generating the revenues. Segment assets are based on the geographical location of the assets.

Revenue, *In thousands of EUR*	**2012**	**2011**	**2010**
The Czech Republic	11,451	15,861	88,560
The Slovak Republic	3,228	7,325	9,990
Germany	1,196	-	-
Italy	278	-	-
Netherlands	16	-	-
Consolidated revenues	**16,169**	**23,186**	**98,550**

Non-current assets[1], *In thousands of EUR*	**2012**	**2011**	**2010**
The Czech Republic	67,170	60,731	65,344
The Slovak Republic	21,511	20,512	2,769
Italy	4,266	3,323	-
Germany	324	2,237	-
Australia	254	517	-
Consolidated non-current assets	**93,525**	**87,320**	**68,113**

Note: (i) Non-current assets presented in this table consist mainly of property, plant and equipment (lands, photovoltaic power plants, other equipment, and assets under construction).

Proprietary portfolio

The predominant part of the photovoltaic power plant portfolio of the Photon Energy Group is centralized with Photon Energy Investments N.V., which currently owns shares/options for shares in 23 solar park special purpose vehicles (SPV), with 25 photovoltaic power plants in total in the Czech Republic, Slovakia, and Italy. Apart from that Photon Energy Group owns shares in 3 photovoltaic roof-top installations in Germany and 1 in Australia. Consequently, Photon Energy group is an owner of a portfolio of photovoltaic facilities as well a producer of sustainable energy, through its SPVs.

As of the date of this document, the following projects are owned fully or via joint-ventues by Photon Energy Group.

Czech Republic

The proprietary portfolio of Photon Energy N.V. in the Czech Republic comprises of 12 photovoltaic power plants. The shares in the company Photon Energy SPV 1 s.r.o., which operates two photovoltaic power plants, are owned solely by Photon Energy Group. With regards to the remaining 9 SPVs, where the company Photon SPV 3 s.r.o. also operates two photovoltaic power plants, the Group holds call options relating to 100% shares while Raiffeisen-Leasing Real Estate s.r.o. (RLRE) is currently the sole shareholder of them.

The land used for the development of the photovoltaic power plants is owned by the relevant SPVs in case of five of the photovoltaic power plants (Photon SPV 8 s.r.o., Photon SPV 10 s.r.o., Photon SPV 11 s.r.o., Exit 90 SPV s.r.o., and Onyx Energy s.r.o.); corresponding liens have been established for the remaining photovoltaic power plants.

The photovoltaic power plants (with the exception of the photovoltaic power plant of Photon SPV 1 s.r.o.) utilize debt financing. In terms of the debt financing, the existing land, individual photovoltaic power plants, components, and shares in Photon SPV 1 s.r.o. have been pledged in favor of RLRE.

In case of the photovoltaic power plants in the Czech Republic, it mainly concerns green-field installations, with total installed output of approximately 15.0 MWp. All projects (with one exception) were connected to the network/grid in November/December 2010. The remunerations for the electricity supply to the public network in the original amount of 12.79 CZK/kWh or 12.15 CZK/kWh are guaranteed for the period of 20 years, with adjustments on annual basis. In 2012, the remunerations for the electricity supply amount to CZK 13.59 (approximately EUR 0.51) per kWh or CZK 12.65 (approximately EUR 0.49) per kWh, as appropriate.

Details relating to the Czech photovoltaic power plants are specified below:

Company (SPV)	Capacity (kWp)	Location	Connection	FIT (Feed-in Tariff) 2012
Photon SPV 3 s.r.o.	795	Mostkovice	Dec 09	0.50875 € / kWh
	131	Mostkovice	Dec 10	0.49324 € / kWh
Photon SPV 1 s.r.o.	210	Mostkovice	Dec 10	0.49324 € / kWh
	137	Břeclav	Dec 10	0.49324 € / kWh
Photon SPV 8 s.r.o.	2,031	Zvíkov u Lišova	Nov 10	0.49324 € / kWh
Exit 90 SPV s.r.o.	2,354	Komorovice	Dec 10	0.49324 € / kWh
Photon SPV 6 s.r.o.	1,159	Slavkov u Brna	Dec 10	0.49324 € / kWh
Photon SPV 4 s.r.o.	1,231	Svatoslav u Třebíče	Dec 10	0.49324 € / kWh
Onyx Energy s.r.o.	1,499	Zdice	Dec 10	0.49324 € / kWh
Onyx Energy Projekt II s.r.o.	1,499	Zdice	Dec 10	0.49324 € / kWh
Photon SPV 10 s.r.o.	1,645	Dolní Dvořiště	Dec 10	0.49324 € / kWh

Photon SPV 11 s.r.o.	2,305	Radvanice	Dec 10	0.49324 € / kWh
Total	**14,996**			

* EUR/CZK exchange rate, Czech National Bank on 31.12.2012: 25.140

Slovakia

Photon Energy Group currently owns shares in 11 SPVs in Slovakia; each SPV operates one photovoltaic power plant. The company is the sole owner of six of the SPVs, with at least 50% share in the remaining SPVs (namely Fotonika, ATS Energy, Photon SK SPV 1, Solarpark Polianka, Solarpark Myjava.

The land used for the development of the photovoltaic power plants is owned by the relevant SPVs in case of six of the photovoltaic power plants. Corresponding liens have been established for the remaining photovoltaic power plants.

The photovoltaic power plants are largely financed by the bank UniCredit Bank Slovakia a.s. , Bratislava. Eleven photovoltaic power plants represent green-field installations, with total installed output of 10.43 MWp. The own share of the Group amounts to 8.4 MWp. The facilities were connected to the local network/grid in December 2010 and June 2011. The remunerations for the electricity supply to the public network either amount to 0.42512 EUR/ kWh (connection in December 2010) or 0.38261 EUR/ kWh (connection in June 2011). The remunerations for the electricity supply are guaranteed for the period of 15 years from connection.

Details relating to the Slovak photovoltaic power plants are specified below:

Company (SPV)	Capacity (kWp)	Location	Connection	FIT (Feed-in Tariff) 2012
Fotonika s.r.o.	999	Prša	Dec 10	0.42512 € / kWh
SUN4ENERGY ZVB s.r.o.	999	Babiná	Dec 10	0.42512 € / kWh
SUN4ENERGY ZVC s.r.o.	999	Babiná	Dec 10	0.42512 € / kWh
ATS Energy s.r.o.	700	Blatná na Ostrove	Dec 10	0.42512 € / kWh
Eco Plan 2 s.r.o.	963	Mokrá Lúka	June 11	0.38261 € / kWh
Eco Plan 3 s.r.o.	963	Mokrá Lúka	June 11	0.38261 € / kWh
Photon SK SPV 2 s.r.o.	979	Jovice	June 11	0.38261 € / kWh
Photon SK SPV 3 s.r.o.	979	Jovice	June 11	0.38261 € / kWh
Solarpark Myjava s.r.o.	999	Myjava	June 11	0.38261 € / kWh
Solarpark Polianka s.r.o.	999	Polianka	June 11	0.38261 € / kWh
Photon SK SPV 1 s.r.o.	850	Brestovec	June 11	0.38261 € / kWh
Total	**10,429**			

Italy

Furthermore, proprietary portfolio also comprises two photovoltaic power plants in Italy. Photon Energy Group built them under relevant special purpose vehicles - Photon IT SPV 1 s.r.l. and Photon IT SPV 2 s.r.l.

Relevant encumbrances have been established in respect of the roof surfaces, on which the photovoltaic power plants were developed. The photovoltaic power plants were financed through equity.

The photovoltaic power plants in Italy represent rooftop installations. The projects were connected to the network in November 2011 or June 2012, as appropriate. The remunerations for the electricity supply to the public network amount to 0.345 EUR/ kWh (connection in November 2011) or 0.354 EUR/ kWh (connection in December 2012) and are guaranteed for the period of 20 years from connection.

Details relating to the Italian photovoltaic power plants are specified below:

Company (SPV)	Capacity (kWp)	Location	Connection	FIT (Feed-in Tariff)
Photon IT SPV 1 s.r.l.	261	Verderio Inferiorem, Provincie Lecco	Nov 11	0.345 € / kWh
Photon IT SPV 2 s.r.l.	993	Verrone, Provincie Biella	June 12	0.354 € / kWh
Total	**1,254**			

Germany

The proprietary portfolio in Germany comprises of three photovoltaic power plants which are owned by the Group through one subsidiary Photon DE SPV 3.

Respective lease contracts for the roof surfaces, on which the photovoltaic power plants were developed, are in place for the same period as feed-in-tariff is guaranteed. The German photovoltaic power plants were financed through equity.

The total installed capacity of projects currently owned in Germany amounts to 255 kWp. One project i.e. Kindergarten Ückermünde was connected to the grid in Dec 2011 securing the highest feed-in-tariff, while remaining two were connected to the grid in 2012 Q3. The respective feed-in-tariff secured depends on the size and date of commencement and various between projects from 23.71 EUR/kWh to 28.74 EUR/kWhand are guaranteed for the period of 20 years.

Company (SPV)	Capacity (kWp)	Location	Connection	FIT (Feed-in Tariff) 2012
Photon DE SPV 3	25	Kindergarten Ückermünde	Dec 2011	0.2874 € / kWh
Photon DE SPV 3	155	Altentreptow	Aug 2012	0.2708 € / kWh
Photon DE SPV 3	75	Brandenburg	Sep 2012	0.2371 € / kWh
Total	**255**			

Australia

As of April 2013, the proprietary portfolio in Australia comprised of two photovoltaic power plants – Symoston and Fyshwick.

The total installed capacity of projects in Australia amounts to 284 kWp. Both projects were connected to the grid in Q1 2013. The respective feed-in-tariff secured on both projects amount to 0.3016 AUD/kWh and are guaranteed for the period of 20 years.

Project Fyshwick was sold in April 2013 to a third party.

The photovoltaic power plants were financed all- equity.

Company (SPV)	Capacity (kWp)	Location	Connection	FIT (Feed-in Tariff) 2012
Photon Energy AUS SPV 1	144	Symonston	Mar 2013	0.2373 € / kWh
Photon Energy AUS SPV 2	140	Fyshwick	Mar 2013	0.2373 € / kWh
Total	**284**			

* EUR/AUD exchange rate, Reserve Bank of Australia on 31.12.2012; 0.7868 AUD/EUR

Generation results of the proprietary portfolio

The below accumulated generation results include power plants owned by Photon Energy Group as of 31 December 2012. For details on individual projects, ownership and commissioning dates please refer to the previous chapter on the proprietary portfolio. Out of the total proprietary portfolio two power plants were not monitored and operated by operations and management arm of Photon Energy Group, as of the end of 2012, and hence not presented in the below table, namely: Altentreptow (156 kWp) and Brandenburg (75 kWp). Project Ellrich was sold outside the Group on 28 December 2012.

The accumulated generation results of the proprietary power plants connected and feeding electricity to the grid in 2012 amounted to nearly 29.3 GWh, exceeding the energy forecast by approximately 19% on average. The accumulated generation results presented in the table and chart below include total generation results, without adjustment for the equity stake.

Table 3. Generation results versus projections between 1 January and 31 December 2012

Project name	Cap.	Coun.	Prod. Dec.	Proj. Dec.	Perf. Dec.	YTD Prod.	YTD Proj.	Perf. YTD
Unit	*kWp*	-	*(kWh)*	*(kWh)*	*%*	*(kWh)*	*(kWh)*	*%*
Komorovice	2,354	CZ	39,661	27,492	44.3%	2,518,061	1,908,113	32.0%
Zvíkov I	2,031	CZ	41,988	24,309	72.7%	2,249,625	1,688,088	33.3%

Dolní Dvořiště	1,640	CZ	36,021	21,566	67.0%	1,724,368	1,496,821	15.2%
Svatoslav	1,231	CZ	26,075	16,075	62.2%	1,293,411	1,115,671	15.9%
Slavkov	1,159	CZ	25,204	14,195	77.6%	1,358,802	985,994	37.8%
Mostkovice SPV 1	209	CZ	4,946	4,683	5.6%	232,837	196,891	18.3%
Mostkovice SPV 3	926	CZ	13,394	12,722	5.3%	989,665	802,603	23.3%
Zdice I	1,498	CZ	38,400	18,118	111.9%	1,714,579	1,247,581	37.4%
Zdice II	1,498	CZ	39,214	18,118	116.4%	1,686,922	1,247,581	35.2%
Radvanice	2,305	CZ	35,362	28,980	22.0%	2,516,930	2,011,361	25.1%
Břeclav rooftop	137	CZ	3,496	3,396	3.0%	158,739	136,749	16.1%
Total Czech PP	**14,988**		**303,760**	**189,654**	**60.2%**	**16,443,939**	**12,837,453**	**28.1%**
Babiná II	925	SK	16,473	23,489	-29.9%	1,066,542	1,009,512	5.6%
Babina III	925	SK	16,500	23,489	-29.8%	1,076,424	1,009,512	6.6%
Prša I.	999	SK	16,020	17,619	-9.1%	1,190,926	1,004,206	18.6%
Blatna	700	SK	12,525	17,078	-26.7%	771,066	738,553	4.4%
Mokra Luka 1	990	SK	28,875	28,471	1.4%	1,224,507	1,047,762	16.9%
Mokra Luka 2	990	SK	31,600	28,471	11.0%	1,246,039	1,047,762	18.9%
Jovice 1	990	SK	12,810	13,953	-8.2%	1,016,227	968,425	4.9%
Jovice 2	990	SK	11,200	13,953	-19.7%	995,300	968,425	2.8%
Brestovec	850	SK	23,709	21,832	8.6%	1,069,845	879,240	21.7%
Polianka	999	SK	17,637	14,238	23.9%	1,055,475	988,199	6.8%
Myjava	999	SK	18,378	24,889	-26.2%	1,168,575	1,048,524	11.4%
Total Slovak PP	**10,357**		**205,727**	**227,482**	**-9.6%**	**11,880,925**	**10,710,119**	**10.9%**
Verderio	261	IT	6,045	8,349	-27.6%	284,416	300,680	-5.4%
Biella	993	IT	35,980	41,700	-13.7%	546,823	544,900	0.4%
Total Italian PP	**1,254**		**42,025**	**50,049**	**-16.0%**	**831,239**	**845,580**	**-1.7%**
Kindergarden	25	DE	102	242	-57.7%	16,236	21,325	-23.9%
Ellrich[1]	988	DE	9,927	17,434	-43.1%	166,679	177,809	-6.3%
Total German PP	**1,013**		**10,029**	**17,676**	**-43.3%**	**182,915**	**199,134**	**8.9%**
Total	**27,612**	**-**	**561,541**	**484,862**	**15.8%**	**29,339,017**	**24,592,286**	**19.3%**

[1] *Ellrich power plant was sold out the Photon Energy Group on 28 December 2012.*

Notes:

Cap. – installed capacity of the power plant
Count. – country of location on the power plant
Prod. Dec. – production in the month of December
Proj. Dec. – projection for the month of December
Perf. Dec. – (performance of the power plant in Dec i.e. production in December / projection for December) – 1
YTD Prod. – accumulated production year-to-date i.e. for the total year 2012
YTD Proj. – accumulated projection year-to-date i.e. for the total year 2012
Perf. YTD – (performance of the power plant year-to-date i.e. production in 2012 / projection in 2012) - 1

Chart 1. Generation results versus forecast between January 2011 and December 2012.

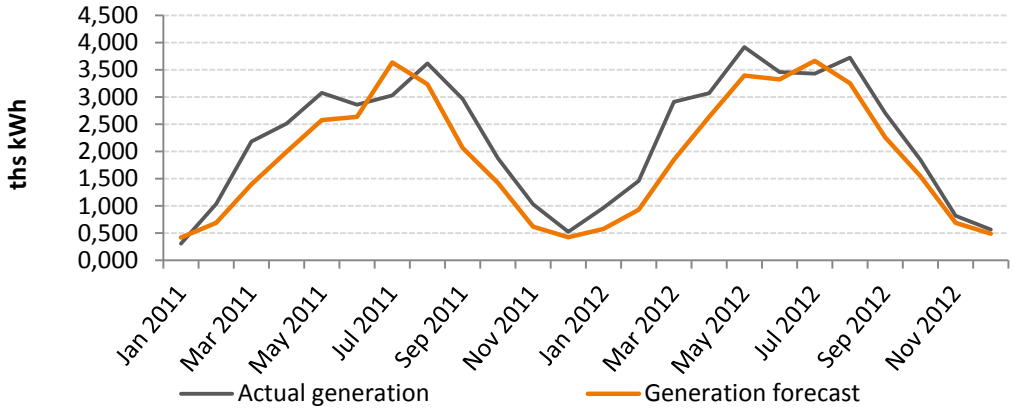


Chart 2. Generation results and capacity growth between January 2011-December 2012

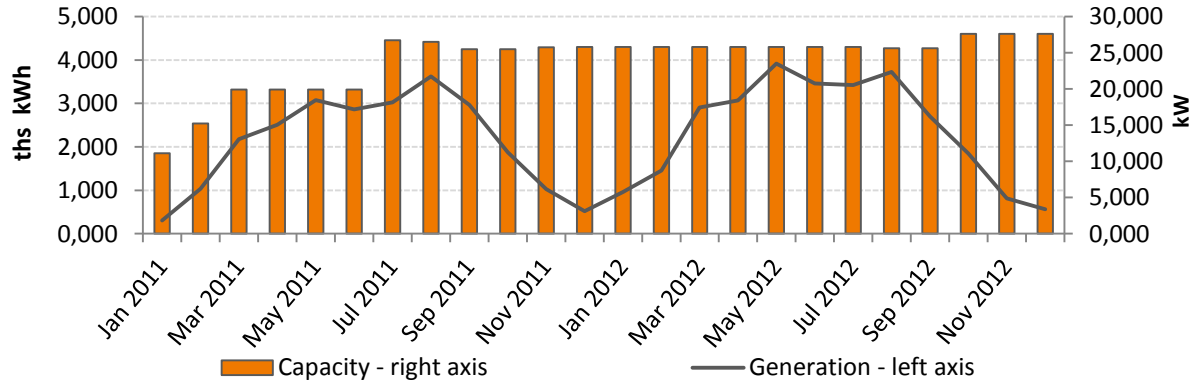
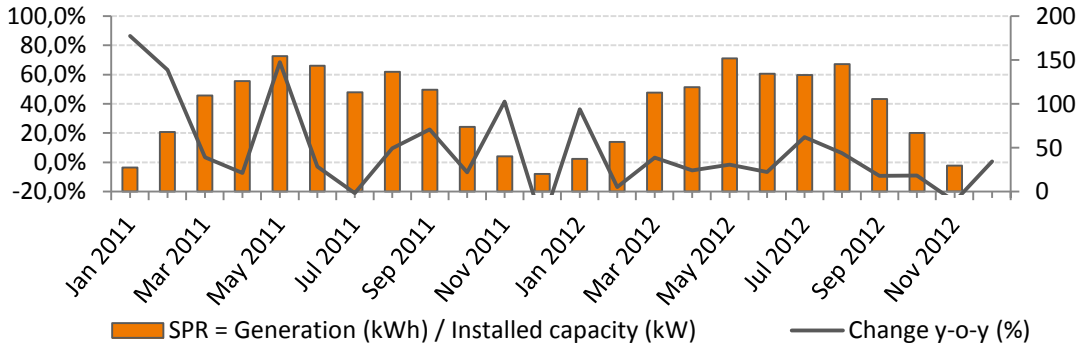


Chart 3. The Specific Performance Ratio



Note: The Specific Performance Ratio (SPR) is a measure of efficiency which shows the amount of kWh generated per 1 kWp of installed capacity and enables the simple comparison of year-on-year results and seasonal fluctuations during the year.

Operations and Maintenance

The operations and management division (O&M) of the Group managed approximately 60 MWp of PV power plants as of the date of this document.

The total portfolio can be broken down geographically into 30.8 MWp operated in the Czech Republic, 10.8 MWp in Slovakia, 5.7 MWp in Germany, 9.3 MWp in Italy, 3.0 MWp in Belgium and 0.3 MWp in Australia. According to the legal ownership O&M portfolio included 27.2 MWp of PV capacities managed for the proprietary portfolio and 32.8 MWp for the external clients.

Strategy

The objective of the Group is the geographic expansion and diversification of the portfolio, in order to use its global presence to minimize regional risk associated with fluctuations. The Issuer continuously monitors international developments in the area of solar technology and on the financial markets. It particularly pays great deal of attention to the development of subsidies for solar energy sector in individual countries. The expansion to countries such as Australia, Canada, USA, and Turkey seems to be crucial in the light of current developments, as the Issuer believes such countries could provide suitable environment for photovoltaic power plants on the basis of climatic preconditions (especially solar radiation), existing infrastructure, possible project financing, and legal framework conditions. Other markets are analyzed on continues basis.

In order to reduce dependence on government subsidies in the future, the Issuer's strategy mainly targets portfolio expansion to such markets that already apply Grid Parity, i.e. development of solar installations is also economically feasible without government subsidies.

Apart from geographical diversification the Issuer intends to specialize in energy generation solutions providing hybrid-system strategies and diesel-replacement solutions for energy-intensive industries, with the particular focus on segments such as: mining, retail, agriculture telecoms and etc. The fuel price has an annual average increase of 7% and it's constantly changing, making it really difficult for those industries to have an accurate prediction on their operating costs. In case of remote off-grid locations, where usually the irradiation levels are constantly high throughout the year, such energy solutions allow the customers to reduce the fuel consumption up to 100%. In on-grid locations, the energy efficiency solutions will drasticaly reduce the monthly electricity bill. There is no one single solution since every customer has different needs, where the finance and the engineering world need to blend perfectly to deliver the solution our customer needs. Photon Energy wants to position itself in the cutting edge of the industry, creating PV-based power solutions with the integration of energy storage and/or diesel generators. The Group has developed different accurate models for off-grid and on-grid system with the enough flexibility to adapt to different challanges that its customers face. From mining, cement or telcom industries to agricultural remote locations, Photon Energy proposition to our customers is increasing their corporate value with operating costs reduction, protection against fuel price hedging, ensure energy supply and tackle environmental and local communities stewardship.

The Issuer intends also to become a leading global player providing operations and maintenance services for photovoltaic investors, particularly on the well-established markets with significant installed

photovoltaic capacities such as Germany, Italy, Czech Republic and Slovakia. Further expansion of O&M services is foreseen in countries where the Group currently develops and installs new PV power plants.

In order to facilitate market penetration, the Issuer will selectively cooperate with local partners, if necessary.

Market overview

Even though the strategy of Group targets the reduction of dependence on subsidy programs, the government support of photovoltaic electricity is currently significant for the business activities of the Group.

The photovoltaic installations are supported in a number of countries, whereas the form of the government support varies in a broad sense – both locally and regionally. For example, the standard form of support comprises laws that guarantee fixed prices of energy produced from renewable sources (such as the Renewable Energy Act in Germany), on the basis of which the electricity network operators are required to purchase electricity produced by solar installations at fixed prices. Furthermore, loans with partial interest rate benefits are provided for the acquisition and development of photovoltaic power plants.

The sections below briefly describe the situation relating to government support measures on the relevant markets, on which the Group operates or intends to operate going forward:

Czech Republic
A law on the support of electricity production from renewable energy sources has been in place in the Czech Republic since 2005; this law includes a general obligation of connecting and purchasing energy by a regional distribution network operator. Moreover, the operator also pays out remunerations for electricity supplied to public network or the alternative "green bonus". For example, solar installations connected to the grid in 2010 were legally entitled to initial remuneration for electricity supplied to public network in the amount of 12.25 CZK/kWh for installations with installed output of up to and including 30 kW (alternatively a green bonus of 11.28 CZK/kWh) and 12.15 CZK/kWh for installations with output exceeding 30 kW (alternatively a green bonus of 11.18 CZK/kWh). The remunerations for the supplied electricity are guaranteed for the period of 20 years. These remunerations increase each year, to reflect the industrial price index, by no less than 2% and no more than 4%. Since 2011, the subsidy scheme no longer offers remunerations for electricity supplied from green-field installations. With regard to rooftop installations, the remuneration for the electricity supplied from installations connected to the network in 2012 amounts to 6.16 CZK/kWh, with alternative green bonus of 5.08 CZK/kWh, whereas the support is only awarded to installations with maximum output of 30 kW (source: Energy Regulatory Office - ERU). With regards to photovoltaic installations connected to the network during the period of 2008 – 2010, additional levy of 26% of revenue (turnover) of photovoltaic installations (solar levy) was set for the period of 2011 - 2013.

Slovakia
In July 2008, the remuneration for electricity supplied to public network from photovoltaic installations increased significantly. For installations connected to the grid by the end of 2010, the remuneration amounts to 0.42512 EUR/kWh for installations with installed output exceeding 100 kW. For photovoltaic

installations connected to the grid as of 30 June 2011, the remuneration amounts to 0.38261 EUR/kWh (for installations over 100 kWh). The remuneration for installations connected from 1 July 2011 and 1 January 2012 amounts to 0.25917 EUR/kWh and 0.19454 EUR/kWh, respectively; however, it can only be claimed for photovoltaic installations developed on rooftops / buildings with output of up to 100 kW.

Australia

Uniform remunerations for electricity supplied to public network were introduced in South Australia and Queensland in 2008, within the territory of Canberra (Australian Capital Territory) and Victoria in 2009, and New South Wales in 2010 within individual federal states. In the Northern Territory, there are only remunerations that adhere to local regulations. Although a uniform system for the entire territory of Australia, which would replace other remunerations for electricity supplies regulated by individual federal states, was planned, it has not been completed. When the capacity limit of the installed facilities was reached, the remunerations for electricity supplied to public network were cancelled in mid-2011 in New South Wales and the Australian Capital Territory in favor of new electricity producers.

The remunerations are currently regulated by the "Solar Credits" program. The Solar Credits program is part of the "Renewable Energy Target" (RET) project. The RET guarantees a market with a system of marketable certificates for further production of electricity from renewable sources.

Canada (Ontario)

The support program of the Ontario government relies on the "Long-Term Energy Plan" – a government document, which is to set down conditions for ensuring the Ontarian energy future. This document was published in fall of 2010. The objective is to generate 10,700 MW from renewable energy sources (with the exception of water energy) by 2018.

The photovoltaic market in Ontario is defined by two programs of the regional government. One of the programs, the "Renewable Energy Standard Offer Program" (RESOP), does no longer offer any new contracts for the solar energy production. The other program ("FIT Program"), which replaced the RESOP, comprises remunerations for electricity supplied to public network. The FIT Program offers fixed tariffs to independent electricity producers for the production of electricity from renewable sources. The remuneration level for the electricity supplies is revised on annual basis. In 2012, the remuneration for electricity supplied from photovoltaic ground installations with total installed output exceeding 500 kW amounted to 44.3 CAD-Cent/kWh. As of 1 January 2013, the remuneration for electricity supplied from photovoltaic ground installations with total installed output of 500 kW - 5 MW (incl.) was reduced to 35.0 CAD-Cent/kWh and to 34.7 CAD-Cent/kWh for installations with output exceeding 5 MW. Ontario is expected to produce 2,650 MW of solar photovoltaic energy by 2015 (source: "Paul Gipe, Ontario's Solar PV installations may surpass California in 2011" at RenewableEnergyWorld.com). According to estimates of the Canadian Government, it is necessary to use approximately 3,000 MW of solar photovoltaic energy in Ontario by 2018 in order to meet the objectives of the "Long-Term Energy Plan" (source: ClearSky Advisors Inc., Report: Economic Impact of the Solar PV Sector in Ontario 2008-2018, July 2011).

USA (New Jersey)

New Jersey, which is currently the most attractive market in the United States of America according to the issuer's estimates, has introduced the Renewable Portfolio Standard (RPS). According to the RPS, each electricity provider is to purchase 22.5% of electricity offered from renewable energy sources by 2021; by 2028, 4.1% of the share will be attributable to solar energy ("solar carve-out"). The compliance with the

RPS is ensured by the fact that electricity providers must own relevant certificates ("Solar Renewable Energy Certificates – SRECs"); financial sanctions will be imposed in case of violations.

Turkey

The Act on Renewable Energy Sources in Turkey distinguishes between different types of energy sources. A tariff of 13.3 US$/ kWh is current set for energy from solar installations for the period of first 10 years from the connection to the network; this applies to installations launched by 31 December 2015. The tariffs will subsequently be renegotiated. If components (e.g. PV modules, invertors) of local suppliers – specified in the Act on Renewable Energy Sources – are used in the photovoltaic power plant development, the feed-in tariff of installations connected to the network before 31 December 2015 shall be increased by 6.7 US$ Cent /kWh.

Another incentive for the photovoltaic power plant development is 85% discount on rent with regard to state-owned land that would be used in connection with the solar installation operations (e.g. for transportation, grid connection). This discount applies to solar installations connected to the network by 31 December 2015 and applies for the period of 10 years.

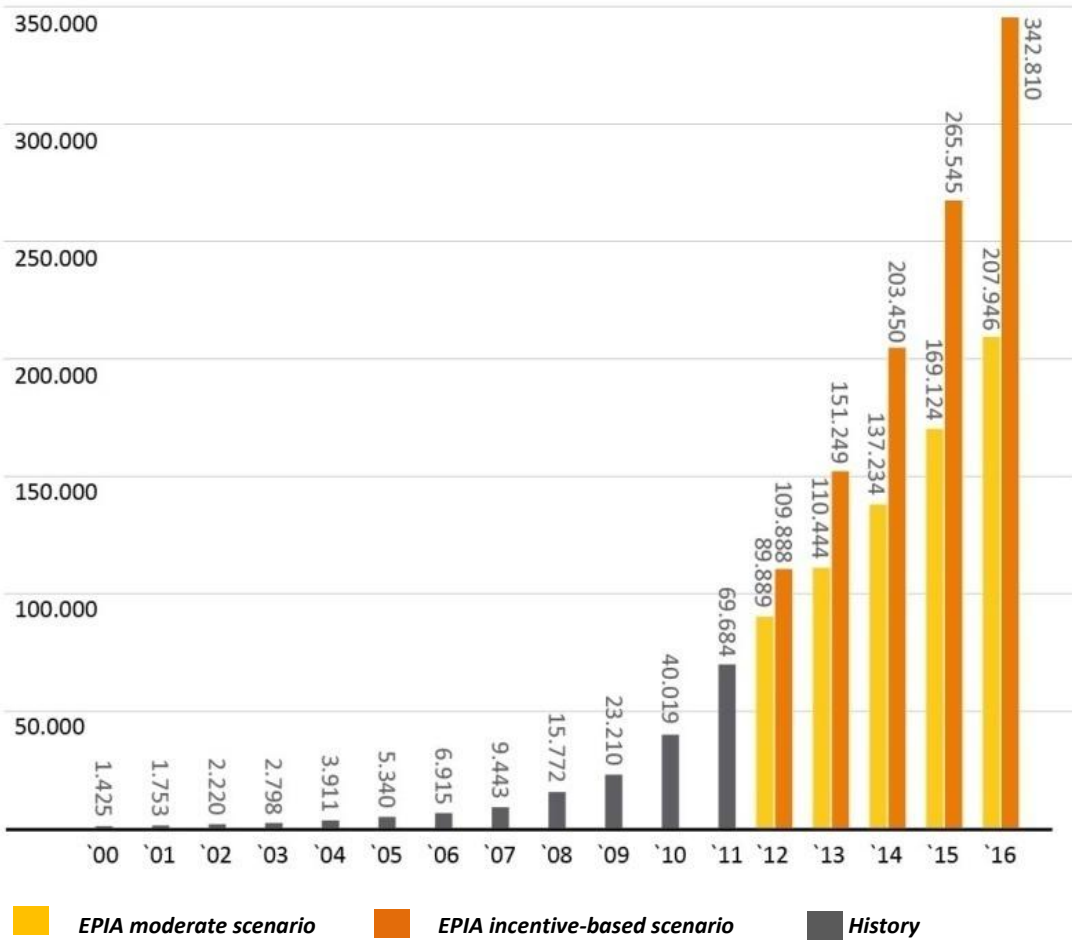
The capacity of photovoltaic installations that could be connected to the network by 31 December 2013 is limited to 600 MW in total. The new highest limit will be set after 31 December 2013.

Global development of the photovoltaic market

For many years, the global photovoltaic market has been dominated by Europe. With nearly 22 GW of installed and connected output in 2011, the total capacity in Europe was increased by more than 50% compared to 2010 – to the total of 51.716 GW (2010: 29.777 GW). This corresponds to 75% of the global installed output of 69.684 GW (2010: 40.019 GW). In terms of the rest of the world, Japan (5 GW) and the United States of America (4.4 GW) are in the lead, followed by China (3.1 GW) and Australia (1.3 GW) (source: EPIA: Global Market Outlook for Photovoltaics until 2016, May 2012 ("EPIA"); Chapter 3.1).

The prognoses for Europe for the period of up to 2016 that rely on conservative scenarios envisage the photovoltaic capacity increase to the total of 95.748 GW; scenarios that are based of the financial support incentives even expect the photovoltaic capacity increase to the total of 154.992 GW. However, the future development is uncertain, because the photovoltaic sector is subject to increased competition due to drastic reduction of certain support program (source: EPIA: Chapter 3.2.d). By 2016, the global photovoltaic power plant capacity is expected to increase to the total of 207.946 GW (conservative scenario) or 342.810 GW (incentive-based scenario), as appropriate (source: EPIA, Chapter 3.3.b.).

Global cumulated scenarios by 2016 – moderate and incentive-based scenarios (MW)



Source: EPIA, Global Market Outlook for Photovoltaics until 2016 (May 2012): Figure 30

USA

In the United States of America, a record was broken in 2011 as a result of the installation of photovoltaic facilities with the total capacity of 1,855 MW. At the end of 2011, the cumulated capacity amounted to 4,383 MW, which corresponds to a 74% increase compared to the previous year (2,528 MW). The majority of new installations were launched in the final quarter of 2011, as a result of the finishing Treasury program at the end of 2011; this will make the financing of new photovoltaic projects more difficult in the future. In 2011, 80% of the photovoltaic market in the United States of America concentrated in seven states: California (30%), New Jersey, Arizona, New Mexico, Colorado, Pennsylvania, and New York. In 2012, the total installed output is expected to increase by 2,800 MW to the total of 7,200 MW (moderate scenario) or by 3,500 MW to the total of 7,900 (incentive-based scenario). By 2016, various prognoses even envisage the total installed output at 30,500 MW (moderate scenario) or 37,100 MW (incentive-based scenario), as appropriate (source: EPIA: Chapter 3.3.c. “United States of America”).

Canada/Ontario

In 2011, the Canadian photovoltaic market experienced a significant increase compared to 2010. The installed output went up by 364 MW, from 200 MW at the end of 2010 to the total of 563 MW at the end of 2011. The largest share (85%) was attributed to the Ontario province due to a generous support program. In 2012, the increase is expected to continue by 250 MW to the total of 810 MW (moderate scenario) or 450 MW to 2,000 MW (incentive-based scenario). By the end of 2016, the capacity is estimated to reach 3,200 MW (moderate scenario) or even 4,300 MW (incentive-based scenario), as appropriate (source: EPIA: Chapter 3.3.c. "Canada").

Canada has substantial solar energy sources, especially in Ontario, Quebec and in the Prairies. Numerous regions in Canada are only scarcely populated and accessible with difficulties. Photovoltaic installations are thus being frequently used as standalone energy production units, with no need to depend on the network in case of remote houses, telecommunication facilities, oil-control stations and pipelines, and navigation devices. Therefore, solar energy in Canada is particularly attractive as the form of energy that provides substitute for oil.

The most important impulse for the Canadian photovoltaic has recently been the government support program in Ontario, especially the incentive scheme for electricity supplied to public network. The program for the support of clean renewable energy was the first program of its kind in North America.

The political situation in Ontario is stable and it is possible to count on the remunerations for electricity supplied to the public network. The "Long Term Energy Plan" is the model for the photovoltaic energy development within the region. Ontario wishes to become the center of solar photovoltaic technologies and to actively promote companies in creating new jobs. Various issues – such as relatively weak electricity network – are known and the regional government works to overcome problems that could prevent further development of the solar photovoltaic industry in Ontario (source: Ontario Clean Technology Alliance, 2012).

Australia

Australia is one of the sunniest continents in the world. The majority of photovoltaic power plants are connected to the electricity network; however, there are numerous solar power plants here that are independent on the network – particularly in remove Australian villages.

It is estimated that the solar radiation in Australia is approximately 10,000 times higher than the annual energy consumption (source: Australian Government – Geoscience; Australian Energy Resources Assessment 2012, Chapter 10). Solar energy sources are especially high in Central/Northwestern Australia; however, these regions are not connected to the national electricity network.

In August 2011, Australia already produced 1,031.1 MW – this roughly covers 2.3% of the total energy production in Australia (source: Clean Energy Council; Clean Energy Australia Report 2011, pp. 32-42). The number of photovoltaic power plants increased significantly in the past. The number of photovoltaic installations increased ten times in the period of 2009 - 2011 (source: Clean Energy Council; Clean Energy Australia Report 2011, pp. 32-42). This increase mainly resulted from the remunerations for electricity supplied to the public network and objectives set in the area of use of renewable energy. Since June 2009, the Australian Government used generous discounts for solar module installations on family houses and public buildings under the "Solar Homes and Communities Plan". This program has been replaced by the "Solar Credits" program, which is part of the "Renewable Energy Target" (RET). The RET relies on

marketable certificates to guarantee market for further production of renewable energy. By 2016, prognoses rely on cumulated capacity of 4,900 MW (moderate scenario) or 11,300 MW (incentive-based scenario), as appropriate (source: EPIA: Chapter 3.3.c. "Australia").

Turkey

Turkey features the most dynamically growing energy market in Europe. The necessary investments in the energy production field in the period of 2010 – 2030 are estimated at USD 250 billion. The energy consumption continues to increase by 8% annually; in 2010, the costs of fuel imports amounted to approximately USD 39 billion (and estimated at USD 50 billion for 2011). Approximately 71% of the imported fuels would be used for energy consumption (source: Prof. Ture, Solar Energy Market in Turkey, presentation at the INTPOW Solar Day 2012, Oslo (Data: Ministry of Energy and National Resources, Turkey).

Turkey is well-positioned within Europe for the purpose of solar energy. The conditions for solar energy production are comparable to Spain. If solar power plants were to cover just 0.5% of the Turkey's surface, it would be sufficient to satisfy the total energy needs of the country (source: www.EntropyEnergy.net).

In 2011, less than 5 MW were installed in Turkey. The consequences of the support program, which was introduced in December 2010, are still to take full effect. The approval procedure for solar installations with capacity of up to 500 kW was simplified at the beginning of 2012, which should be a sufficient impulse for the market development (source: EPIA: Chapter 3.2.e. "Turkey"). In 2012, new installations are estimated 4 to 5 MW, with 50 to MW in 2013 and 1,000 MW in 2014, whereas none of the installations will exceed the capacity of 500 kW. Large projects are not expected before 2014 (source: Marc Roca. Turkey's small scale solar plant rules to spur boom in installations; Bloomberg News, 1 March 2012).

Since Turkey has the average annual insolation of 2,640 hours (7.2 hours per day) thanks to its geographical location, the possibility to capitalize on this energy source is foreseen for the nearest future. The government has demonstrated its support through the Act on Renewable Energy and remuneration scheme for electricity supplies embedded therein; the scheme includes an obligation of energy distributors to purchase electricity primarily from approved renewable power plants. In addition to this, various support schemes are being planned for renewable energy installations.

Since the climate started to change, the political elites in Turkey have been striving for lower emissions, which will lead to higher investments in renewable energy sources. In case the coal prices increase to the level of the energy sector costs, energy producing companies have to include renewable energy in their respective portfolios.

Czech Republic

Simplified administrative proceedings coupled with generous remunerations for electricity supplied to public network resulted in enormous expansion of the Czech photovoltaic market in 2009. As a result of the installed output of 0.5 GWp in 2009 and 1.5 GWp in 2010, the Czech Republic experienced a significant increase (source: Czech Regulatory Office, www.eru.cz). The total installed output at the end of 2010 was estimated at 1.96 GWp (source: Czech Regulatory Office, www.eru.cz). However, legal and administrative measures came into effect in 2011, which resulted in the reduction of the installed output in 2011 to approximately 0.2 GWp (source: Czech Regulatory Office, www.eru.cz). The remunerations for electricity supplied from photovoltaic installations connected to the network as from 2011 were reduced considerably or even withdrawn for green-field installations. Moreover, revenues of photovoltaic power

plants are subject to a special levy in the period of 2011 – 2013 (solar levy), which applies to photovoltaic installations connected to the network in 2008 - 2010.

Even though investments in rooftop installations have been economically profitable since 2011 as a result of remunerations for electricity supplies and the so-called "green bonus", permits for the connection of power plants to the network has been suspended by local distribution companies, thereby freezing investments in photovoltaic installations. For this reason, the issuer will not implement any other projects in the Czech Republic until further notice.

Slovakia

The remunerations for electricity supplies from photovoltaic installations increased significantly in July 2008, which resulted to a considerable expansion of such facilities in 2010 and in the first half of 2011. The installed output thus amounted to 34 MWp in 2010, resulting in the total installed output of 150 MWp at the end of 2010 (source: Regulatory Office for Network Industries, www.urso.gov.sk). At the end of June 2011, the total installed output amounted to 500 MWp (source: Regulatory Office for Network Industries, www.urso.gov.sk). As a result of the framework conditions, which worsened as of July 2011, the issuer does not plan any other projects in Slovakia.

11.3. Issuer's shareholder structure, including specification of shareholders holding at least 5% of votes at the general meeting

Shareholding structure, as of the date of this Information Document, is as follows:

Shareholder	No. of shares/votes	Shareholding
Solar Age Investments B.V.	28,263,074	56.53%
Solar Future Cooperatief U.A.	8,590,739	17.18%
Solar Power to the People Cooperatief U.A.	8,036,573	16.07%
Others	5,109,614	10.22%
TOTAL	**50,000,000**	**100.00%**

Solar Age Investments B.V. (formerly Minority Shareholders Photon Energy B.V.) is a private limited liability company established under the laws of the Netherlands, with a statutory seat in Amsterdam and a place of business at Barbara Strozzilaan 201, 1083 HN, Amsterdam, the Netherlands. The Board of Directors has one member - Mr. Georg Hotar, acting independently.

Solar Power to the People Cooperatief U.A. is a cooperatief established under the laws of the Netherlands, with a statutory seat in Amsterdam and a place of business at Barbara Strozzilaan 201, 1083 HN, Amsterdam, the Netherlands. The Board of Directors consists of Mr. Georg Hotar as Director A, and Mr. Michael Gartner as Director B.

Solar Future Cooperatief U.A. is a cooperatief established under the laws of the Netherlands, with a statutory seat in Amsterdam and a place of business at Barbara Strozzilaan 201, 1083 HN, Amsterdam, the Netherlands. The Board of Directors has two members: Mr. Michael Gartner as Director A, and Mrs. Magda Gartnerova as Director B.

The respective shareholding structure including final beneficial owners is provided in section 9.

XII. ADDITIONAL INFORMATION, INCLUDING THE LEVEL OF THE SHARE CAPITAL, AND A SPECIFICATION OF THE ISSUER'S CORPORATE DOCUMENTS PROVIDED FOR REVIEW

12.1. Structure of the Issuer's share capital

As of the date of this Information Document the Issuer's registered share capital consists of 50,000,000 (fifty million) ordinary registered shares with a nominal value of EUR 0,01 each (in total EUR 500,000.00).

Issue date	No. of shares/votes	Shareholding
09 December 2010	4,600,000	9.20%
04 December 2012	18,400,000	36.80%
30 June 2013	27,000,000	54.00%
TOTAL	**50,000,000**	**100.00%**

In accordance with the Issuer's Statutes, the authorized share capital amounts to EUR 1,000,000.00 (one million euros) and is divided into 100,000,000 (one hundred million) shares with a nominal value of EUR 0.01 (one eurocent) each.
On December 17, 2012, the two shareholders of the Issuer designated the Board of Directors for a period of five years, commencing on the date on which the present amendment of articles of association becomes effective and consequently ending on the 17th day of December, 2017, as competent to issue shares and to grant rights to subscribe for shares. Upon the designation, it was determined that the authority to issue shares and to grant rights to subscribe for shares concerns all unissued shares of the authorised share capital as applicable now or at any time in the future.

12.2. Specification of the Issuer's corporate documents provided for review

Up-to-date content of the Issuer's Articles of Association (Statutes) and the recent excerpt from the respective commercial register applicable for the Issuer are attached to this Information Document in the sections 14.1. - 14.2.

The Company Statutes are also available on the Issuer's official website. As the Issuer is a public company listed on NewConnect, all of the Company's general meeting resolutions are published in a form of current

reports on the Issuer's Internet website www.photonenergy.com and the Alternative System Organizer's Internet website www.newconnect.pl.

XIII. LOCATION OF THE ISSUER'S LAST PUBLIC INFORMATION DOCUMENT AND ITS PERIODICAL FINANCIAL REPORTS

The last public information document (as of 29 May 2013) prepared for the introduction of 23,000,000 shares in the capital of the Issuer to trading on the NewConnect is available for download from the following Internet websites:

- www.photonenergy.com – the Issuer's website, section: Investor Relations/ Corporate Governance
- www.newconnect.pl – the Alternative System Organizer's website. section: Information Documents

Till the date of this Information Document, the Issuer released to public two periodical financial reports: the annual report for the year 2012 and the quarterly report for the second quarter of 2013 (1 April 2013 – 30 June 2013). These periodical reports were published and are still available on the Company's and the Alternative System Organizer's Internet websites.

XIV. APPENDICES

14.1. Excerpt from the Commercial Registry

The Netherlands Chamber of Commerce Commercial Register extract

Commercial Register No. 51447126 — This registration is administrated by the Chamber of Commerce for Amsterdam

Page 1 (of 2)

Legal entity

RSIN	850020827
Legal form	Public Limited Liability Company (Naamloze Vennootschap)
Statutory name	Photon Energy N.V.
Corporate seat	Amsterdam
First entry in Commercial Register	10-12-2010
Date of deed of incorporation	09-12-2010
Date of deed of last amendment to the Articles of Association	18-12-2012
Authorised capital	EUR 1.000.000,00
Issued capital	EUR 500.000,00
Paid-up capital	EUR 500.000,00
Filing of the annual accounts	The annual accounts for the financial year 2012 were filed on 23-05-2013.

Company

Trade name	Photon Energy N.V.
Company start date	09-12-2010 (registration date: 10-12-2010)
Activities	SBI-code: 711201 - Technical design and consultancy firms for residential and nonresidential building SBI-code: 6420 - Financial holdings
Employees	1

Establishment

Establishment number	000021476004
Trade name	Photon Energy N.V.
Visiting address	Barbara Strozzilaan 201, 1083HN Amsterdam
Telephone number	0202402570
Date of incorporation	09-12-2010 (registration date: 10-12-2010)
Activities	SBI-code: 711201 - Technical design and consultancy firms for residential and nonresidential building SBI-code: 6420 - Financial holdings For further information on activities, see Dutch extract.
Employees	1

Board members

Name	Gartner, Michael
Date and place of birth	29-06-1968, Brno, Czecho-slowakia
Date of entry into office	09-12-2010 (registration date: 10-12-2010)
Title	Bestuurder
Powers	Solely/independently authorised
Date of (present) authority	05-04-2012

Waarmerk KvK

A certified extract is an official proof of registration in the Commercial Register. Certified extracts issued on paper are signed and contain a microtext and UV logo printed on 'optically dull' paper. Certified extracts issued in digital form are signed with a verifiable digital signature.

The Netherlands Chamber of Commerce Commercial Register extract

Commercial Register No. 51447126

Page 2 (of 2)

Name	Hotar, Georg
Date and place of birth	21-04-1975, Wenen, Austria
Date of entry into office	09-12-2010 (registration date: 10-12-2010)
Title	Bestuurder
Powers	Solely/independently authorised
Date of (present) authority	05-04-2012

Amsterdam, 20-08-2013. Extract was made at 11.51 hours.
For extract

N. Snijders, Plv. Directeur

APOSTILLE
Convention de La Haye du 5 octobre 1961

1. Country: THE NETHERLANDS
   This public document
2. Has been signed by: N. Snijders
3. Acting in the capacity of: deputy general manager of the chamber of commerce at Amsterdam
4. Bears the seal/stamp of:

   Certified
5. At Amsterdam
6. On 22 augustus 2013
7. By the clerk of the Court of Amsterdam
8. No. 36514
9. Seal/Stamp: RECHTBANK AMSTERDAM
10. Signature
F. El Ghezfi

A certified extract is an official proof of registration in the Commercial Register. Certified extracts issued on paper are signed and contain a microtext and UV logo printed on 'optically dull' paper. Certified extracts issued in digital form are signed with a verifiable digital signature.

Waarmerk KvK

14.2. Company's Articles of Association

There are no resolutions of the general meeting concerning the alterations of the Articles of Association which have not been yet registered by the court.

ARTICLES OF ASSOCIATION

PHOTON ENERGY N.V.

with seat in Amsterdam

dated 18 December 2012

Article 1. Definitions

1.1 In these articles of association the following terms shall have the following meanings:

"**share**" means a share in the share capital of the company, or the rights of a participant with respect to a deposit share, unless the law or these articles of association explicitly provided otherwise;

"**shareholder**" means a holder of one or more shares, or a participant, unless the law or these articles of association explicitly provided otherwise;

"**auditor**" means an auditor as referred to in section 2:393 subsection 1 of the Civil Code, or an organisation within which such auditors cooperate;

"**general meeting**" means the body of the company consisting of the shareholders and the usufructuarees and pledgees to whom the voting rights accrue, or a meeting of such persons;

"**management board**" means the management board of the company;

"**managing director**" means a managing director of the company;

"**participant**" means a person who is entitled to one or more deposit shares through a deposit account administered by an intermediary in accordance with the Securities Bank Giro Transaction Act;

"**subsidiary**" means a subsidiary of the company as referred to in section 2:24a of the Civil Code;

"**Euroclear Nederland**" means Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V., acting under the trade name Euroclear Nederland, being the central institution as referred to in the Securities Bank Giro Transaction Act;

"**deposit share**" means a share which is included in the deposit system of the Securities Bank Giro Transaction Act;

"**giro depot**" means a giro depot as referred to in the Securities Bank Giro Transaction Act;

"**group company**" means a group company as referred to in section 2:24b of the Civil Code;

"**intermediary**" means an intermediary as referred to in the Securities Bank Giro Transaction Act;

"**company**" means the public company which is governed by these articles of association;

"**collective depot**" means a collective depot as referred to in the Securities Bank Giro Transaction Act.

1.2 In these articles of association references to "**articles**" are to articles of these articles of association, unless explicitly provided otherwise.

Article 2. Name and seat

1.1 The name of the company is: Photon Energy N.V.

1.2 The company has its seat in Amsterdam.

Article 3. Objects

The objects of the company are:

(a) to participate in, to take an interest in any other way in and to conduct the management of other business enterprises, of whatever nature;

(b) to finance other persons and to give security, to give guarantees and to bind itself in any other manner for debts of other persons;

(c) to borrow, to lend and to raise funds, including the issue of bonds, debt instruments and other securities, as well as to enter into agreements in connection therewith;

(d) to render advice and services to other persons;

(e) to acquire, manage, exploit and dispose of immovables and other registered properties;

(f) to trade in currencies and securities, as well as in items of property in general;

(g) to develop, exploit and trade in patents, trade marks, licenses, know-how, copyrights, database rights and other intellectual property rights;

(h) to perform all activities of an industrial, financial or commercial nature,

as well as all activities which are incidental to or which may be conducive to any of the foregoing in the broadest sense.

Article 4. Share capital and shares

4.1 The authorised share capital of the company amounts to one million euros (EUR 1,000,000.00).

4.2 The authorised share capital is divided into one hundred million (100,000,000.00) shares with a nominal value of one eurocent (EUR 0.01) each.

4.3 The shares shall be in registered form.

4.4 No share certificates shall be issued.

Article 5. Deposit shares

5.1 A share shall become a deposit share pursuant to the issue or transfer to an intermediary for the purpose of inclusion in a collective depot or pursuant to the issue or transfer to Euroclear Nederland for the purpose of inclusion in a giro depot.

5.2 Deposit shares may only be delivered out of a collective depot or giro depot to the extent permitted pursuant the Securities Bank Giro Transaction Act.

5.3 The transfer of an interest in a collective depot shall be effected by means of a debit entry in the name of the transferor and a credit entry in the name of the acquirer in the designated part of the records of the intermediary.

5.4 The creation of a right of usufruct on an interest in a collective depot shall be effected by means of a credit entry in the name of the usufructuary in the records of the intermediary. The transfer of a right of usufruct on an interest in a collective depot shall be effected by means of a debit entry in the name of the transferor and a credit entry in the name of the acquirer in the records of the intermediary.

5.5 The creation of a right of pledge on an interest in a collective depot in favour of a person other than the intermediary shall be effected by means of a credit entry in the name of the pledgee in the records of the intermediary. The creation of a right of pledge on an interest in a collective depot in favour of the intermediary shall be effected by agreement between the pledger and the intermediary.

Article 6. Issue of shares

6.1 The company may only issue shares pursuant to a resolution of the general meeting or of the management board if it was designated for that purpose by resolution of the general meeting for a specified period of not more than five years. Upon the designation, the number of shares that may be issued shall be determined. The designation may at any time be extended for a period of not more than five years. Unless provided otherwise upon the designation, it may not be revoked. As long as the designation is in force, the general meeting shall not be authorised to resolve to issue shares.

6.2 A resolution to issue shares shall stipulate the price and the further terms and conditions of the issue.

6.3 Within eight days after a resolution of the general meeting to issue shares or to designate another body of the company as the body competent to resolve to issue shares, the company shall deposit a complete text thereof at the offices of the trade register.

6.4 Articles 6.1 up to and including 6.3 shall apply by analogy to a grant of rights to subscribe for shares, but shall not apply to the issue of shares to a person who exercises a previously acquired right to subscribe for shares.

6.5 Within eight days of the end of each calendar quarter, the company shall report each issue of shares effected during the past calendar quarter to the offices of the trade register, stating the number of shares which have been issued.

Article 7. Pre-emption rights

7.1 Upon issue of shares, each shareholder shall have a pre-emption right in proportion to the aggregate nominal value of his shares, subject to article 7.2. Should a shareholder not exercise his pre-emption right in whole or in part, the remaining shareholders shall be similarly entitled to pre-emption rights in respect of the shares which have not been claimed.

7.2 A shareholder shall have no pre-emption right with respect to shares which are issued against payment other than in cash. He shall have no pre-emption right with respect to shares which are issued to employees of the company or of a group company.

7.3 Pre-emption rights may be limited or excluded by resolution of the general meeting. The proposal to that effect shall include a written explanation of the reasons for such proposal and the determination of the intended issue price. Pre-emption rights may, however, be limited or excluded by the management board if it was designated by resolution of the general meeting for a specified period of not more than five years as competent to limit or exclude pre-emption rights. Such a designation may only be made if the management board previously was designated as competent to issue shares or is simultaneously designated as such. The designation may at any time be extended for a period of not more than five years. Unless provided otherwise upon the designation, it may not be revoked. The designation shall terminate in any event if the designation of the management board as competent to issue shares terminates. A resolution of the general meeting to limit or exclude pre-emption rights or to designate another body of the company as the body competent to limit or exclude pre-emption rights shall require a majority of at least two thirds of the votes cast, if less than half of the issued share capital is represented at the meeting. Within eight days after the resolution, the company shall deposit a complete text thereof at the offices of the trade register.

7.4 The company shall announce the issue with pre-emptive rights, and the period in which it can be exercised, in the Government Gazette and in a national daily newspaper.

7.5 The pre-emption rights may be exercised during a period of at least two weeks following the date of announcement in the Government Gazette.

7.6 Articles 7.1 up to and including 7.5 shall apply by analogy to a grant of rights to subscribe for shares. Shareholders shall have no pre-emption rights in respect of shares which are issued to a person who exercises a previously acquired right to subscribe for shares.

Article 8. Payment for shares

8.1 Upon subscription for shares, the full nominal value must be paid up on such shares as well as, if the share is subscribed for an higher amount, the difference between such amounts, without prejudice to article 8.2.

8.2 Persons who are professionally engaged in the placing of shares for their own account may be permitted, by agreement, to pay less than the nominal amount for the shares subscribed by them, provided that not less than ninety-four per cent of such amount is paid in cash upon subscription for the shares at the latest.

8.3 Payment must be made in cash, provided that no alternative contribution has been agreed.

8.4 Payment in cash may only be made in a foreign currency with the consent of the company. In the event of payment in a foreign currency, the obligation to pay is fulfilled to the extent of the sum for which the payment is freely convertible into euros. The basis of determination shall be the rate of exchange on the date of payment.

8.5 The management board shall be authorised to perform legal acts regarding contribution on shares other than in cash and all other legal acts referred to in section 2:94 subsection 1 of the Civil Code without the prior approval of the general meeting.

Article 9. Acquisition of own shares

9.1 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.

9.2 With regard to the requirement of article 9.1 the company's equity as shown by the most recently adopted balance sheet, minus the acquisition price for shares in the company's share capital, the amount of the loans as referred to in article 8.2 and any distributions of profits or reserves to other persons which have become due by the company and its subsidiary companies after the balance sheet date, shall be decisive. No acquisition pursuant to article 9.1 shall be permitted if a period of six months following the end of a financial year has expired without the annual accounts for such year having been adopted.

9.3 Acquisition of own shares for a consideration may only take place if and to the extent the general meeting has authorised the management board for that purpose. Such authorisation shall be valid for not more than eighteen months. In the authorisation the general meeting shall specify the number of shares which may be acquired, the manner in which they may be acquired and the limits within which the price must be set.

9.4 The authorisation as referred to in article 9.3 shall not be required if and to the extent the company acquires shares in its own share capital for the purpose of transferring the same to employees of the company or of a group company under a scheme applicable to such employees.

9.5 Articles 9.1 up to and including 9.4 shall not apply to shares which the company acquires by universal succession of title.

9.6 The company may only accept shares in its own share capital in pledge if:

(a) the shares to be accepted in pledge have been fully paid up;

(b) the aggregate nominal amount of the shares to be accepted in pledge and already held or held in pledge by the company does not exceed one-tenth of the issued share capital, and

(b) the general meeting has granted its approval to the pledge agreement.

9.7 If depositary receipts for shares in the company's share capital have been issued, such depositary receipts for shares shall be put on par with shares for the purpose of articles 9.1 up to and including 9.6.

9.8 The management board shall decide on the disposal of shares acquired by the company in its own share capital.

Article 10. Financial assistance

10.1 In respect of the subscription for or acquisition of shares in its share capital or depositary receipts for such shares by other persons, the company may not give security, guarantee as to the price of the shares, guarantee in any other manner, and may not bind itself either jointly or severally in addition to or for other persons. This prohibition shall also apply to its subsidiary companies.

10.2 In respect of the subscription for or acquisition of shares in the company's share capital or depositary receipts for such shares by other persons, the company and its subsidiary companies may not grant loans, unless the management board adopts a resolution to that effect and the following conditions have been met:

(a) the granting of the loan, including the interest which the company receives and the security provided to the company, takes place on fair market conditions;

(b) the company's equity minus the amount of the loan is not less than the aggregate amount of the issued share capital and the reserves which must be maintained pursuant to the law;

(c) the creditworthiness of the third party or, where multi-party transactions are concerned, of each other party involved has been carefully examined;

(d) if the loan is granted in respect of the subscription for shares in connection with an increase of the issued share capital of the company or in respect of the acquisition of shares in its share capital held by the company, the shares shall be subscribed for or acquired against a fair price.

10.3 With regard to the requirement of article 10.2 in (b) the company's equity as shown by the most recently adopted balance sheet, minus the acquisition price for shares in the company's share capital and any distributions of profits or reserves to other persons which have become due by the company and its subsidiary companies after the balance sheet date, shall be decisive. No transaction pursuant to article 10.2 shall be allowed if a period of six months following the end of a financial year has expired without the annual accounts for such year having been adopted.

10.4 The company shall maintain a non-distributable reserve for an amount equal to the outstanding amount of the loans referred to in article 10.2.

10.5 A resolution of the management board to grant a loan as referred to in article 10.2 shall be subject to the prior approval of the general meeting. A resolution to approve the grant of the loan shall require a majority of at least ninety-five per cent of the votes cast.

10.6 If the approval as referred to in article 10.5 is requested to the general meeting, such shall be mentioned in the notice of the general meeting. Simultaneously with the notice, a report shall be made available at the offices of the company for inspection by each shareholder which shall state the reasons for the grant of the loan, the interests of the company attached thereto, the terms and conditions under which the loan will be granted, the price against which the shares will be subscribed for or acquired by the third party and the risks for the company's liquidity and solvency attached to the loan.

10.7 Within eight days after the approval as referred to in article 10.5, the company shall deposit the report as referred to in article 10.6 or a copy thereof at the offices of the trade register.

10.8 Articles 10.1 up to and including 10.7 shall not apply if shares are subscribed for or acquired by or for the account of employees of the company or of a group company.

Article 11. Reduction of share capital

11.1 The general meeting may resolve to reduce the issued share capital by cancelling shares or by reducing the nominal value of shares by an amendment of the articles of association. This resolution shall specify the shares to which the resolution applies and shall describe how such a resolution shall be implemented. The amount of the issued share capital may not fall below the minimum share capital as required by law in effect at the time of the resolution. A resolution to reduce the issued share capital shall require a majority of at least two thirds of the votes cast, if less than half of the issued share capital is represented at the meeting.

11.2 A resolution to cancel shares can only apply to shares which are held by the company itself or to shares for which the company holds depositary receipts.

11.3 Reduction of the nominal value of shares without repayment shall be effected pro rata to all shares. The pro rata requirement may be waived with the consent of all shareholders.

11.4 Partial repayment on shares may only be made pursuant to a resolution to reduce the nominal value of the shares. Such a repayment shall be effected pro rata on all shares. The pro rata requirement may be waived with the consent of all shareholders.

11.5 The notice for a general meeting at which a resolution referred to in this article 11 is to be adopted shall include the purpose of the reduction of the share capital and the manner in which such reduction shall be effected.

11.6 The company shall deposit a resolution to reduce the issued share capital at the offices of the trade register and shall announce the deposit in a national daily newspaper.

Article 12. Right of usufruct and right of pledge on shares

12.1 A right of usufruct may be created on shares. The voting rights on the shares encumbered with a right of usufruct shall accrue to the shareholder. In derogation of the preceding sentence the voting rights shall accrue to the usufructuary if so provided at the time of the creation of the right of usufruct.

12.2 A right of pledge may be created on shares. The voting rights on the pledged shares shall accrue to the shareholder. In derogation of the preceding sentence the voting rights shall accrue to the pledgee, if so provided at the time of the creation of the right of pledge.

12.3 The shareholder who is not entitled to the voting rights and the usufructuary and pledgee who are entitled to the voting rights shall have the rights conferred by law on holders of depositary receipts for shares issued with the cooperation of a company.

12.4 The usufructuary and pledgee who are not entitled to the voting rights shall not have the rights conferred by law on holders of depositary receipts for shares issued with the cooperation of a company.

Article 13. Depositary receipts for shares

The company shall not be authorised to cooperate in the issue of depositary receipts for shares.

Article 14. Shareholders register

14.1 The management board shall maintain a register in which the names and addresses of all shareholders shall be recorded, stating the number of shares held by each of them, the date on which they acquired the shares, the date of acknowledgement or service, as well as that the shares are fully paid up. The names and addresses of holders of a right of usufruct or a right of pledge on shares shall also be recorded in the register, stating the date on which they acquired such a right, the date of acknowledgement or service, as well as who is entitled to the voting rights and the rights conferred by law on holders of depositary receipts for shares issued with the cooperation of a company.

14.2 In the event that shares are included in a collective depot or a giro depot, the names and addresses of the intermediary or Euroclear Netherlands shall be recorded in the register, stating the date on which those shares were included in the collective depot or a giro depot, the date of acknowledgement or service, as well as the amount paid up on each share. The names and addresses of the participants shall not be recorded in the register.

14.3 Each shareholder, usufructuary and pledgee shall give his address to the management board.

14.4 The register shall be kept up to date.

14.5 Upon request and at no cost, the management board shall provide a shareholder, a usufructuary and a pledgee with an extract from the register regarding his rights in respect of a share. If a share is encumbered with a right of usufruct or a right of pledge, the extract shall specify who is entitled to the voting rights and the rights conferred by law on holders of depositary receipts for shares issued with the cooperation of a company.

14.6 The management board shall make the register available at the offices of the company for inspection by the shareholders, as well as by the holders of a right of usufruct and holders of a right of pledge to whom the voting rights accrue. The preceding sentence shall not apply to that part of the register which is maintained outside the Netherlands in compliance with applicable legislation or pursuant to the rules of an exchange.

14.7 Articles 14.1, 14.3, 14.5 en 14.6 shall not apply to the participants and the holders of a right of usufruct or a right of pledge on an interest in a collective depot.

Article 15. Transfer of shares

15.1 The transfer of shares or of a right of usufruct on shares, or the creation or release of a right of usufruct or a right of pledge on shares, shall require an instrument intended for that purpose as well as, except in the event that the company is a party to the legal act, the written acknowledgement by the company of the transfer.

15.2 The acknowledgement shall be made in the instrument or by a dated statement of acknowledgement on the instrument or on a copy or extract thereof signed as a true copy by a civil law notary or the transferor. Service of such instrument, true copy or extract upon the company shall be deemed to have the same effect as an acknowledgement.

15.3 A right of pledge may also be created without acknowledgement by or service upon the company. In such case section 3:239 of the Civil Code shall apply by analogy , whereby acknowledgement by or service upon the company shall substitute the notice referred to in subsection 3 of that section.

15.4 Articles 15.1 up to and including 15.3 shall not apply to the rights of a participant in respect of deposit shares.

Article 16. Management board

The management board shall consist of such number of managing directors as the general meeting may determine.

Article 17. Appointment, suspension and dismissal of managing directors

17.1 Managing directors shall be appointed by the general meeting. The general meeting may at any time suspend and dismiss a managing director.

17.2 If the general meeting has suspended a managing director, the general meeting shall within three months after the suspension has taken effect resolve either to dismiss such managing director or to terminate the suspension, failing which the suspension shall lapse.

Article 18. Remuneration of managing directors

18.1 The company shall have a policy in the area of remuneration of the management board. The policy shall be adopted by the general meeting. The policy in the area of remuneration shall at least include the matters described in sections 2:383c up to and including 2:383e of the Civil Code, as far as they apply to the management board.

18.2 The general meeting shall determine the remuneration and the other terms and conditions of employment of each managing director individually with due observance of the policy, referred to in article 18.1.

Article 19. Duties, division of duties and decision-making of the management board

19.1 Subject to the restrictions according to these articles of association, the management board shall be charged with the management of the company. In fulfilling their duties the managing directors shall serve the interest of the company and the business enterprise which it operates.

19.2 The management board may adopt rules with respect to the matters concerning the management board.

19.3 The management board may, whether or not by rule, determine the duties with which each managing director will be particularly charged.

19.4 The management board shall meet whenever a managing director considers appropriate.

19.5 A managing director may only be represented at a meeting by a co-managing director authorised in writing. The requirement of written form for the authorisation shall be met if the authorisation has been recorded electronically.

19.6 Each managing director shall have one vote. All resolutions shall be adopted by an absolute majority of votes cast at a meeting at which more than half of the managing directors is present or represented. In the event of a tie vote, the proposal shall have been rejected.

19.7 In the event that a managing director has a direct or indirect personal interest that conflicts with the interest of the company and the business enterprise which it operates he shall not be authorised to participate in the discussion and the decision-making process. If as a result thereof no management board resolution can be adopted, the managing director shall, in derogation of the preceding sentence, continue to be authorised to participate in the discussion and decision-making process.

19.8 The management board may adopt resolutions without holding a meeting, provided that all managing directors have consented to this manner of adopting resolutions and the votes are cast in writing or by electronic means. Articles 19.5 and 19.6 shall apply by analogy to the adoption of resolutions by the management board without holding a meeting.

Article 20. Approval of management board resolutions

20.1 Resolutions of the management board with regard to an important change in the identity or character of the company or the business enterprise are subject to the approval of the general meeting, including in any case:

(a) transfer of the business enterprise or almost the entire business enterprise to a third party;

(b) entry into or termination of a long-term cooperation by the company or a subsidiary company with another legal entity or company or as a fully liable partner in a limited or general

partnership, if such cooperation or termination thereof is of far-reaching significance to the company;

(c) acquisition or disposal by the company or a subsidiary company of a participating interest in the capital of a company with a value of at least one-third of the amount of the assets as shown in the balance sheet with explanatory notes or, if the company prepares a consolidated balance sheet, as shown in the consolidated balance sheet with explanatory notes, according to the most recently adopted annual accounts of the company.

20.2 The absence of approval of the general meeting of a resolution as referred to in articles 20.1 shall not affect the power of the management board or managing directors to represent the company.

Article 21. Representation

21.1 The management board shall have the power to represent the company. The power to represent the company shall also be vested in each managing director individually.

21.2 The management board may appoint one or more officers with general or restricted power to represent the company on a continuing basis. Each officer shall represent the company with due observance of the restrictions imposed on him. The title of such officers shall be determined by the management board.

Article 22. Failing or prevention from acting

In the event that one or more managing directors are failing or are prevented from acting, the remaining managing directors or the only remaining managing director shall temporarily be in charge of the management. In the event that all managing directors or the only managing director is failing or is prevented from acting, the company shall temporarily be managed by one or more persons to be designated for that purpose by the general meeting.

Article 23. Indemnity

23.1 Unless the laws of the Netherlands provide otherwise, the following shall be reimbursed to managing directors and former managing directors:

(a) the reasonable costs of conducting a defence against claims, also including claims by the company and its group companies, based on acts or failures to act in the exercise of their duties or any other duties currently or previously performed by them at the company's request;

(b) any damages payable by them as a result of any such act or failure to act;

(c) the reasonable costs of appearing in other legal proceedings in which they are involved as managing directors or former managing directors, with the exception of proceedings primarily aimed at pursuing a claim on their own behalf.

23.2 A managing director or former managing director shall not be entitled to reimbursement as referred to in article 23.1 if and to the extent that:

(a) a Netherlands court has established in a final and conclusive decision that the act or failure to act of the managing director or former managing director may be characterised as wilful, intentionally reckless or seriously culpable conduct, unless the laws of the Netherlands provide otherwise or this would, in view of the circumstances of the case, be unacceptable according to standards of reasonableness and fairness, or

(b) the costs or financial loss of the managing director or former managing director are covered by an insurance and the insurer has paid out the costs or financial loss.

23.3 If and to the extent that it has been established by a Netherlands court in a final and conclusive decision that the managing director or former managing director is not entitled to reimbursement as referred to in article 23.1, he shall immediately repay the amount reimbursed by the company. The company may request that the managing director or former managing director provide appropriate security for his repayment obligation. The company may take out liability insurance for the benefit of managing directors and former managing directors.

23.4 The company may, by agreement or otherwise, give further implementation to articles 23.1 up to and including 23.3.

23.5 Amendment of this article 23 may not prejudice the entitlement of managing directors and former managing directors to reimbursement as referred to in article 23.1 as a result of acts or failures to act in the period during which that article was in force.

Article 24. General meetings

24.1 The annual general meeting shall be held within six months of the end of the financial year. The agenda for this meeting shall in any case include the following items:

(a) the consideration of the annual report;

(b) the adoption of the annual accounts and the allocation of the profits;

(c) the granting of discharge to the managing directors for their management during the past financial year.

These items need not be included on the agenda if the period for preparing the annual accounts and for presenting the annual report has been extended by the general meeting or if the agenda includes a proposal to that effect.

24.2 The management board shall be authorised to convene a general meeting.

24.3 A general meeting shall be convened whenever the management board considers appropriate, without prejudice to sections 2:110 up to including 2:112 of the Civil Code.

24.4 Within three months after it has become evident to the management board that the company's equity has decreased to an amount equal to or less than half of the issued share capital, a general meeting shall be held to discuss the measures to be taken, if necessary.

Article 25. Venue of meetings, notice and agenda

25.1 General meetings shall be held in Amsterdam, Haarlemmermeer, The Hague or Rotterdam. Resolutions adopted at a general meeting held elsewhere shall not be valid.

25.2 Shareholders, as well as usufructuaries and pledgees to whom the voting rights accrue, shall be given notice of the general meeting by the management board or a managing director.

25.3 Notice of a general meeting shall be given by announcement in a national daily newspaper and by means of an announcement made by electronic means of communication which is directly and permanently accessible until the general meeting.

25.4 The notice of meeting shall mention:

(a) the matters to be discussed;

(b) the place and time of the general meeting;

(c) the procedure for attending the general meeting by a proxy authorised in writing;

(d) the procedure for attending the general meeting and the exercise of the voting rights by any means of electronic communication in the event this right can be exercised in accordance with article 27.4.

Matters which have not been mentioned in the notice of meeting may be announced in a supplementary notice. No valid resolutions may be adopted on matters which have not been mentioned in the notice of meeting or announced in a supplementary notice with due observance of the notice period.

25.5 Notifications which pursuant to the law or these articles of association are to be addressed to the general meeting may be included either in the notice for such meeting or in a document which has been deposited at the offices of the company for inspection, provided that this is mentioned in the notice for the meeting.

25.6 A matter of which discussion has been requested in writing by one or more shareholders or usufructuaries or pledgees to whom the voting rights accrue who are so entitled pursuant to section 2:114a subsection 2 of the Civil Code shall be mentioned in the notice of meeting or announced in a supplementary notice if the company has received the request, including the reasons, or a proposal for a resolution no later than on the sixtieth day prior to the date of the meeting. The requirement of written form for the request shall be met if the request has been recorded electronically.

25.7 Notice of a general meeting shall be given no later than on the forty-second day prior to the date of the meeting. If the notice period was shorter or if no notice was sent, no valid resolutions may be adopted.

Article 26. Chairman, secretary, minutes and recording of resolutions

26.1 The management board shall appoint one of the managing directors or another person as chairman of the general meeting. If the management board has not designated a chairman, the managing directors

present at the meeting shall appoint one of them or another person as chairman. If all managing directors are absent and the management board has not designated another person as chairman, the meeting shall appoint its chairman. The chairman shall designate the secretary.

26.2 The secretary of the meeting shall keep minutes of the proceedings at the meeting unless a notarial record is prepared thereof. Minutes shall be adopted and in evidence of such adoption be signed by the chairman and the secretary of the meeting.

26.3 The chairman of the meeting and each managing director may at any time give instructions that a notarial record of the proceedings at the meeting be prepared at the expense of the company. The notarial record shall be co-signed by the chairman of the meeting.

26.4 If the management board was not represented at the meeting, the chairman of the meeting shall forthwith notify the management board of the adopted resolutions.

26.5 The management board shall keep a record of the adopted resolutions. The records shall be available at the offices of the company for inspection by the shareholders and the usufructuaries and pledgees to whom the voting rights accrue. Upon request, each of them shall be provided with a copy or extract of such records at no more than cost.

Article 27. Meeting rights and admittance

27.1 Each shareholder, usufructuary and pledgee who is entitled to the voting rights shall be authorised to attend the general meeting in person or by a proxy authorised in writing, to address the general meeting and to exercise the voting rights.

27.2 Each shareholder who is not entitled to the voting rights shall be authorised to attend the general meeting in person or by a proxy authorised in writing and to address the general meeting.

27.3 The auditor who has been assigned to audit the annual accounts, referred to in article 30.1, shall be authorised to attend and address the general meeting which decides on the adoption of the annual accounts.

27.4 The management board may determine that each shareholder and each usufructuary and pledgee to whom the voting rights accrue be authorised to attend the general meeting in person or by a proxy authorised in writing, to address the general meeting and, to the extent he is entitled to the voting rights, to exercise the voting rights by electronic means of communication. To do so, the shareholder, usufructuary or pledgee must be identifiable through the electronic means of communication and be able to directly observe the proceedings at the meeting. The management board may set conditions for the use of the electronic means of communication, provided that these conditions are reasonable and necessary for the identification of the shareholder, usufructuary or pledgee and the reliability and security of the electronic communication. These conditions shall be mentioned in the notice of the meeting.

27.5 For the purpose of articles 27.1, 27.2 and 27.4 the requirement of written form for the authorisation shall be met if the authorisation has been recorded electronically.

27.6 For the purpose of articles 27.1, 27.2 and 27.4 the persons who on the record date to be set by the management board with due observance of section 2:119 subsection 2 of the Civil Code have the right to vote or attend the meeting and have been registered as such in a register designated by the management board shall be deemed to have such rights, irrespective of to whom are entitled to the shares at the time of the general meeting. The notice of meeting shall mention the record date as well as the manner in which the persons entitled to vote and attend the general meeting can register and the manner in which they can exercise their rights.

27.7 Each person present at the meeting who is entitled to vote must sign the attendance list, stating his name and the number of votes he may cast. The chairman of the meeting may determine that the attendance list must also be signed by other persons present at the meeting.

27.8 Managing directors shall as such have an advisory vote at the general meeting.

27.9 The chairman of the meeting shall decide on the admittance to the general meeting of other persons than those who have the right to vote or attend the meeting and managing directors.

Article 28. Voting rights and adoption of resolutions

28.1 Each share confers the right to cast one vote. Blank votes and invalid votes shall be regarded as not having been cast.

28.2 Upon convening a general meeting the management board may determine that votes which are cast prior to the general meeting by electronic means of communication or by letter shall be put on par with votes which are cast at the time of the meeting. These votes shall be cast not earlier than on the record date to be set by the management board with due observance of section 2:117b subsection 3 of the Civil Code. For the purpose of the two preceding sentences the persons who on a date to be set upon the convening of the general meeting have the right to vote or attend the meeting and have been registered as such in a register designated by the management board shall be deemed to have such rights, irrespective of to whom are entitled to the shares at the time of the general meeting. The notice of meeting shall mention the record date as well as the manner in which the persons entitled to vote and attend the general meeting can register and the manner in which they can exercise their rights.

28.3 Unless the law or these articles of association require a larger majority, all resolutions shall be adopted by an absolute majority of votes cast.

28.4 The chairman shall determine the manner of voting provided, however, that if any person present who is entitled to vote so requires, voting in respect of the appointment, suspension and dismissal of persons shall take place by means of sealed, unsigned ballots.

28.5 If in an election of persons an absolute majority of votes cast is not obtained, there shall be a new free vote. If again an absolute majority of votes cast is not obtained, there shall be further votes until either one person obtains an absolute majority of votes cast or there is a tie in a vote between two persons. Such further voting, not including the new free vote, shall be between the persons who obtained votes

in the preceding vote, but with the exclusion of the person who obtained the smallest number of votes in the preceding vote. If more than one person obtained the smallest number of votes in the preceding vote, lots shall be drawn to decide which of those persons is to withdraw from the next vote. In the event of a tie in a vote between two persons, lots shall be drawn to decide who is elected. In the event of a tie vote concerning other matters, the proposal shall have been rejected, without prejudice to article 31.2 second sentence.

28.6 The chairman's decision at the meeting on the result of a vote shall be conclusive. The same shall apply to the contents of an adopted resolution, to the extent that the vote related to a proposal not made in writing. If immediately after the chairman's decision its correctness is contested, there shall be a new free vote if the majority of the meeting or, if the original vote was not taken on a poll or by a ballot, any person present who is entitled to vote so requires. Such new vote shall overrule the legal consequences of the original vote.

28.7 In the general meeting no votes may be cast in respect of a share held by the company or a subsidiary company; no votes may be cast in respect of a share the depositary receipt for which is held by the company or a subsidiary company. However, the holders of a right of usufruct and holders of a right of pledge on shares held by the company or a subsidiary company are not excluded from their right to vote, if the right of usufruct or the right of pledge was granted prior to the time such share was held by the company or such subsidiary company. Neither the company nor a subsidiary company may cast votes in respect of a share on which it holds a right of usufruct or a right of pledge.

28.8 When determining to what extent the shareholders cast votes, are present or represented or to what extent the share capital is provided or represented, no account shall be taken of shares which are not entitled to voting rights pursuant to article 28.7.

Article 29. Financial year and annual accounts

29.1 The financial year shall coincide with the calendar year.

29.2 Annually, within five months of the end of the financial year, subject to an extension of such period not exceeding six months by the general meeting on the basis of special circumstances, the management board shall prepare the annual accounts and shall make these available at the offices of the company for inspection by the shareholders and the usufructuaries and pledgees to whom the voting rights accrue. The management board shall also make the annual report available at the offices of the company for inspection by the shareholders and the usufructuaries and pledgees to whom the voting rights accrue within said period. The management board shall add to the annual accounts and the annual report the information, referred to in section 2:392 subsection 1 of the Civil Code, insofar as that subsection applies to the company.

29.3 The annual accounts shall be signed by all managing directors; if the signature of one or more of them is lacking, this shall be disclosed, stating the reasons thereof.

29.4 The company shall ensure that the annual accounts as prepared, the annual report and the additional information to be added pursuant to section 2:392 subsection 1 of the Civil Code shall be available at the offices of the company as of the date of the notice of the general meeting at which they are to be

discussed. The shareholders and the usufructuaries and pledgees to whom the voting rights accrue may inspect the documents at the offices of the company and obtain a copy thereof at no cost.

29.5 The annual accounts shall be adopted by the general meeting. Adoption of the annual accounts shall not be deemed to grant a managing director a discharge.

29.6 If the company is obligated to give an assignment to an auditor as referred to in section 2:393 subsection 1 of the Civil Code to audit the annual accounts and the general meeting has been unable to review the auditor's certificate, the annual accounts may not be adopted, unless the additional information, referred to in section 2:392 subsection 1 of the Civil Code, mentions a legal ground why such certificate is lacking.

Article 30. Auditor

30.1 The company shall give an assignment to an auditor to audit the annual accounts.

30.2 The general meeting shall be authorised to give the assignment. If the general meeting fails to do so, then the management board shall be so authorised. The assignment may be revoked at any time by the general meeting and by the body of the company which has given such assignment.

30.3 The auditor shall report on his audit to the management board and shall issue a certificate containing its results.

Article 31. Profit and loss

31.1 Distribution of profits shall be made following the adoption of the annual accounts which show that such distribution is permitted.

31.2 The profits shall be at the free disposal of the general meeting. In the event of a tie vote regarding a proposal to distribute or reserve profits, the profits concerned shall be reserved.

31.3 Without prejudice to article 31.4, the general meeting shall be authorised to resolve to make a distribution out of reserves.

31.4 The company may only make distributions to the shareholders and other persons entitled to distributable profits to the extent that its equity exceeds the aggregate amount of the issued share capital and the reserves which must be maintained pursuant to the law.

31.5 The company may make interim distributions provided that the requirement of article 31.4 has been met as evidenced by an interim financial statement as referred to in section 2:105 subsection 4 of the Civil Code. The company shall deposit the financial statement at the offices of the trade register within eight days after the resolution to make the distribution is published.

31.6 Shares which the company holds in its own share capital shall not be counted when determining the division of the amount to be distributed on shares.

31.7 A loss may only be applied against reserves maintained pursuant to the law to the extent permitted by law.

Article 32. Dividends

32.1 Dividends and other distributions shall be due and payable four weeks after they have been declared, unless the general meeting determines another date on the proposal of the management board.

32.2 Dividends and other distributions which have not been collected within five years of the start of the day after the day on which they became due and payable, shall revert to the company.

32.3 The general meeting may determine that distribution of dividends and other distributions shall be made in whole or in part in a form other than cash.

32.4 Notifications to shareholders, usufructuaries and pledgees regarding the availability for payment of dividends and other distributions shall be given by means of an announcement made by electronic means of communication.

Article 33. Amendment of the articles of association, merger, division and dissolution

33.1 A resolution to amend the articles of association, enter into a merger or division within the meaning of title 2.7 of the Civil Code or dissolve the company may only be adopted by the general meeting on the proposal of the management board.

33.2 If a proposal to amend the articles of association is to be made to the general meeting, such shall always be mentioned in the notice of the general meeting.

33.3 The persons who have given such notice shall simultaneously make a copy of the proposal including the literal text of the proposed amendment available at the offices of the company for inspection by each shareholder and each usufructuary and pledgee to whom the voting rights accrue until the end of the meeting. Failing such, the resolution regarding the proposal may only be adopted by unanimous vote at a meeting at which the entire issued share capital is represented.

33.4 The shareholders and the usufructuaries and pledgees to whom the voting rights accrue shall be given the opportunity to obtain a copy of the proposal at no cost as of the date of the proposal having been made available for inspection until the date of the general meeting.

Article 34. Liquidation

34.1 If the company is dissolved pursuant to a resolution of the general meeting, its assets shall be liquidated by the managing directors, if and to the extent that the general meeting shall not resolve otherwise.

34.2 The general meeting shall determine the remuneration of the liquidators.

34.3 The liquidation shall take place with due observance of the relevant provisions of title 2.1 of the Civil Code. During the liquidation period these articles of association shall, to the extent possible, remain in full force.

34.4 The balance of the assets of the company remaining after the creditors have been paid shall be transferred to the shareholders in proportion to the aggregate nominal value of their shares.

34.5 After the company has ceased to exist, its books, records and other data carriers shall remain in the custody of the person designated for that purpose by the liquidators for a period of seven years.

14.3. Content of adopted resolution of the Board concerning the issuance of financial instruments being introduced to trading

61200948/MMB

WRITTEN RESOLUTION OF THE MANAGEMENT BOARD OF PHOTON ENERGY N.V.

THE UNDERSIGNED

(1) **Georg Hotar**, born in Vienna, Austria, on 21 April 1975, residing at Huleschgasse 13B1+4, 1190 Vienna, Austria; and

(2) **Michael Gartner**, born in Brno, Czechoslovakia, on 29 June 1968, residing at 37/3 London CCT, City A.C.T. 2601, Australia,

each for the purpose hereof acting as managing director of **Photon Energy N.V.**, a public company under the laws of the Netherlands, having its seat in Amsterdam, the Netherlands, and its address at Barbara Strozzilaan 201, 1083 HN Amsterdam, the Netherlands, registered with the trade register under number 51447126 (the "**Company**").

WHEREAS

(A) The undersigned together constitute the entire management board of the Company.

(B) Pursuant to article 19.8 of the articles of association of the Company the management board may adopt resolutions in writing, provided that all managing directors have consented to this manner of adopting resolutions.

(C) To the extent that the each of the undersigned would have a direct or indirect personal interest that conflicts with the interest of the Company and the business enterprise which it operates in respect of the resolutions set out below, such resolutions shall pursuant to article 19.7 second sentence of the articles of association of the Company nevertheless be adopted by the management board and each of the undersigned shall, in derogation of article 19.7 first sentence of the articles of association of the Company, continue to be authorised to participate in the discussion and decision-making process.

(D) By resolution, dated 17 December 2012, the general meeting of the Company designated the management board for a period of five years, commencing on 18 December 2012, the date on which an amendment of articles of association of the Company became effective, and consequently ending on 17 December 2017, as competent to issue shares and to grant rights to subscribe for shares. Upon the designation, it was determined that the authority to issue shares and to grant rights to subscribe for shares concerns all unissued shares of the authorised share capital as applicable now or at any time in the future.

(E) By resolution, dated 17 December 2012, the general meeting of the Company designated the management board for a period of five years, commencing on 18 December 2012, the date on which an amendment of articles of association of the Company became effective, and consequently ending on 17 December 2017, as competent to limit or exclude pre-emption rights in respect of shares.

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(F) The shares in the share capital of the Company have been admitted to trading on NewConnect, a multilateral trading facility as referred to section 1:1 of the Financial Supervision Act operated by the Warsaw Stock Exchange.

(G) The closing price of the shares in the share capital of the Company on 28 June 2013 pursuant to the price list on-line of NewConnect, expressed in euro, amounted to EUR 0.32.

RESOLVE

1. to issue to Solar Age Investments B.V., a private company with limited liability under the laws of the Netherlands, having its seat in Amsterdam, the Netherlands, and its address at Barbara Strozzilaan 201, 1083 HN Amsterdam, the Netherlands, registered with the trade register under number 56233701, 27,000,000 shares in the share capital of the Company with a nominal value of EUR 0.01 each, numbered 23,000,001 up to and including 50,000,000, against payment in cash of EUR 0.89 per share;

2. to exclude the pre-emption rights with respect to the issue of the shares referred to in paragraph 1.

AND CONFIRM

(a) that to the best of their knowledge on the date hereof:

(i) no resolution has been adopted concerning:

(A) the merger or division within the meaning of title 2.7 of the Dutch Civil Code, in both cases involving the Company as disappearing company;

(B) the voluntary liquidation (*ontbinding*) of the Company;

(C) the filing of a request for its bankruptcy (*faillissement*) or for a suspension of payments (*surseance van betaling*), or a similar procedure in another jurisdiction;

(ii) the Company has not received any notice concerning its dissolution (*ontbinding*) as referred to in section 2:19a subsection 3 of the Dutch Civil Code from the chamber of commerce where the Company is registered with the trade register;

(iii) the Company has not been declared bankrupt (*failliet verklaard*), with respect to the Company no suspension of payments has been declared (*surseance van betaling verleend*), the Company is not subjected to any other insolvency proceedings, no requests thereto have been filed and there is no reason to expect the same;

(b) that no rules governing the management board have been adopted by the management board of the Company and that they are not aware of the general meeting of the Company having adopted any rules governing the management board which would preclude the management board of the Company from validly adopting the resolutions set out above;

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(c) that there is no works council (*ondernemingsraad*) whose advice must be sought in respect of the resolutions set out above or the entry into or performance of the transactions contemplated thereby.

The resolutions set out above shall have immediate effect.

This resolution may be executed in any number of counterparts. All the counterparts shall together constitute one and the same resolution.

Signed by:

G. Hotar

Date: 30 June 2013

M. Gartner

Date: 30 June 2013

14.4. Content of adopted resolution of the General Meeting concerning the authoritazion of the Management Board to issue shares

C/M/S/ Derks Star Busmann

6120948/MMB/rab

CERTIFIED COPY

The undersigned, Martijn Michiel van der Bie, civil law notary in Amsterdam, the Netherlands, hereby certifies that this attached document is a true copy of the original document seen by me, civil law notary, and which is uniform with the copy.

Amsterdam, the Netherlands, 13 February 2013.

MR. M.M. VAN DER BIE * NOTARIS te AMSTERDAM *

APOSTILLE
Convention de La Haye du 5 octobre 1961

1. Country: THE NETHERLANDS
   This public document
2. Has been signed by: mr. M.M. van der Bie
3. Acting in the capacity of: civil law notary in Amsterdam
4. Bears the seal/stamp of:
   mr. M.M. van der Bie
   Certified
5. At Amsterdam
6. On 14 februari 2013
7. By the clerk of the Court of Amsterdam
8. No: 06175
9. Seal/Stamp: 10. Signature
   mw. H.H.S. Verhagen

RECHTBANK AMSTERDAM

61200948/MMB

WRITTEN RESOLUTION OF THE SHAREHOLDERS OF PHOTON ENERGY N.V.

THE UNDERSIGNED

(1) **Solar Power to the People Coöperatief U.A.**, a cooperative under the laws of the Netherlands, having its seat in Amsterdam, the Netherlands, and its address at Barbara Strozzilaan 201, 1083 HN Amsterdam, the Netherlands, registered with the trade register under number 51462354; and

(2) **Solar Future Coöperatief U.A.**, a cooperative under the laws of the Netherlands, having its seat in Amsterdam, the Netherlands, and its address at Barbara Strozzilaan 201, 1083 HN Amsterdam, the Netherlands, registered with the trade register under number 51462397;

(jointly the "**Shareholders**" and each a "**Shareholder**"),

each for the purpose hereof acting as shareholder of **Photon Energy N.V.**, a public company under the laws of the Netherlands, having its seat in Amsterdam, the Netherlands, and its address at Barbara Strozzilaan 201, 1083 HN Amsterdam, the Netherlands, registered with the trade register under number 51447126 (the "**Company**").

WHEREAS

(A) The Shareholders are the sole shareholders of the Company.

(B) Pursuant to article 24 of the articles of association of the Company shareholders may adopt resolutions in writing, unless there are holders of a right of usufruct or holders of a right of pledge to whom the voting rights accrue or holders of depositary receipts for shares issued with the Company's cooperation and provided that they are adopted by unanimous vote of the shareholders entitled to vote.

(C) No depositary receipts for shares have been issued with the Company's cooperation and no shares in the Company's share capital are encumbered with a right of usufruct.

(D) The shares in the share capital of the Company are encumbered with a right of pledge created by the Shareholders as pledgors in favour of [redacted] as pledgee by deed, executed on 6 October 2011 before a deputy of Ph.H.F. König, civil law notary in Rotterdam, the Netherlands (the "**Deed of Pledge**"). Pursuant to the Deed of Pledge the voting rights attached to the shares in the share capital of the Company shall accrue to [redacted] as pledgee under the conditions precedent that (i) an Event of Default (as defined in the Deed of Pledge) has occurred and is continuing and (ii) a Notice (as defined in the Deed of Pledge) has been received by the Company. On the date hereof such conditions precedent have not been fulfilled. Furthermore, on the date hereof no Notice (as defined in the Deed of Pledge) has been received by the Company stating, inter alia, that an Event of Default has occurred, as confirmed by the management board of the Company. Consequently, the Shareholders are exclusively authorised to exercise the voting rights attached to the shares in the share capital of the Company.

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RESOLVE

1. to amend the articles of association of the Company in accordance with the draft of the deed of amendment of articles of association drawn up by CMS Derks Star Busmann N.V., with reference: 61200948/MMB;]

2. to authorise each civil law notary, candidate civil law notary and notarial assistant working with CMS Derks Star Busmann N.V. to have the deed of amendment of the articles of association of the Company executed and to perform all other legal acts which the authorised person deems necessary in connection therewith;

3. to designate the management board of the Company for a period of five years, commencing on the date on which the amendment of articles of association referred to under 1 becomes effective and consequently ending five years after that date, as competent to issue shares and to grant rights to subscribe for shares; the authority to issue shares and to grant rights to subscribe for shares concerns all unissued shares of the authorised share capital as applicable now or at any time in the future;

4. to designate the management board of the Company for a period of five years, commencing on the date on which the amendment of articles of association referred to under 1 becomes effective and consequently ending five years after that date, as competent to limit or exclude pre-emption rights in respect of shares;

5. to authorise the management board of the Company for a period of eighteen months, commencing on the date on which the amendment of articles of association referred to under 1 becomes effective and consequently ending eighteen months after that date, to acquire shares in the share capital of the company or depositary receipts thereof for a consideration; the maximum number of shares allowed pursuant to the law and the articles of association may be acquired, the shares may be acquired by purchase on NewConnect, a multilateral trading facility as referred to section 1:1 of the Financial Supervision Act operated by the Warsaw Stock Exchange, or otherwise, and the price must at least equal the nominal value of the shares and may not exceed the average of the closing prices of the shares during the five trading days prior to the date of the purchase pursuant to the price list on-line of NewConnect increased by ten percent;

6. to authorise the management board of the Company to enter into a share registration agreement on behalf of the Company with Krajowy Depozyt Papierów Wartościowych S.A., the Polish National Depositary for Securities, for the registration with Krajowy Depozyt Papierów Wartościowych S.A. and the admission to trading on NewConnect, a non-regulated financing and trading platform organised by the Warsaw Stock Exchange, of 23,000,000 ordinary shares in the share capital of the Company with a nominal value of EUR 0.01 each, numbered 1 up to and including 23,000,000,

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AND CONFIRM

(a) that each managing director of the Company has been given the opportunity to advise on the resolutions set out above and has given his consent to such resolutions being adopted in writing as opposed to being adopted at a general meeting;

(b) that to the best of their knowledge on the date hereof:

(i) no resolution has been adopted concerning:

(A) the merger or division within the meaning of title 2.7 of the Dutch Civil Code, in both cases involving the Company as disappearing company;

(B) the voluntary liquidation (*ontbinding*) of the Company;

(C) the filing of a request for its bankruptcy (*faillissement*) or for a suspension of payments (*surseance van betaling*), or a similar procedure in another jurisdiction;

(ii) the Company has not received any notice concerning its dissolution (*ontbinding*) as referred to in section 2:19a subsection 3 of the Dutch Civil Code from the chamber of commerce where the Company is registered with the trade register;

(iii) the Company has not been declared bankrupt (*failliet verklaard*), with respect to the Company no suspension of payments has been declared (*surseance van betaling verleend*), the Company is not subjected to any other insolvency proceedings, no requests thereto have been filed and there is no reason to expect the same;

(c) that at the date hereof the voting rights attached to the shares in the share capital of the Company can not be exercised by any person other than the Shareholders;

(d) that CMS Derks Star Busmann N.V., Krajowy Depozyt Papierów Wartościowych S.A. and others may rely on the resolutions set out above.

The resolutions set out above shall have immediate effect.

The management board of the Company shall be provided with a copy of this resolution in order to enable the management board to keep record thereof.

This resolution may be executed in any number of counterparts. All the counterparts shall together constitute one and the same resolution.

(Signature page to follow)

61200948/MMB

Signed by:

Solar Power to the People Coöperatief U.A

Name: G. Hotar
Title: managing director A
Date: 17 December 2012

Name: M. Gartner
Title: managing director B
Date: 13 December 2012

Solar Future Coöperatief U.A.

Name: M. Gartner
Title: managing director A
Date: 13 December 2012

Name: M. Gartnerova
Title: managing director B
Date: 17 December 2012

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14.5. Definitions and abbreviations

Act on Civil Law Transactions	Polish Act on Civil Law Transactions as of 9 September 2000 (*Dziennik Ustaw* from 2000, No. 86, item 959, as amended)
AFM	The Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten)
Articles, Statutes	The Company´s articles of association effective as of the date of issuance of this document
ATS, NewConnect	Unregulated alternative trading system operated by the WSE and organized pursuant to Art. 3.2 of the Trading Act
ATS Organizer, WSE	Warsaw Stock Exchange
ATS Rules	Alternative Trading System Rules adopted by the Warsaw Stock Exchange Board of Directors by Resolution No. 147/2007 as of 1 March 2007 (as amended)
AUD	Australian dollar
Board	The Board of Directors of the Company
Company, Issuer, PENV, Photon Energy	Photon Energy N.V. with it registered office in Amsterdam, The Netherlands
Corporate Income Tax Act	Polish Act on Corporate Income Tax as of 15 February 1992 (*Dziennik Ustaw* from 1992, No. 21, item 86, as amended)
CZK	Czech crown
EC-ratio	Equity-capital ratio, a ratio equals: (equity+ LT liabilities + ST liabilities) / fixed assets
EPC	Abbreviation of "Engineering – Procurement – Construction", a form of project development and contracting used in international construction and in plant engineering in particular
EUR	Euro
Euroclear	Euroclear Nederlands, Central Securities Depository of the Netherlands
Feed-in tariff	A policy mechanism designed to accelerate investment in renewable energy technologies

General Meeting	The general meeting of the Company
Group, Photon Energy Group	The Company together with its subsidiaries
GW	Gigawatt, a unit of power. 1GW = 1,000 MW
GWh	Gigawatt hour, a unit of energy. 1 GWh = 1,000 MWh
GWp	Gigawatt peak; a term used in photovoltaics, a non-norm compliant term for the electricial performance of solar cells
KDPW, Polish NDS	Polish National Depository for Securities (Krajowy Depozyt Papierów Wartościowych)
KNF	Polish Financial Supervision Authority (Komisja Nadzoru Finansowego)
kW	Kilowatt, a unit of power. 1,000 kW = 1 MW
kWh	Kilowatt hour, a unit of energy. 1,000 kWh = 1 MWh
kWp	Kilowatt peak; a term used in photovoltaics, a non-norm compliant term for the electricial performance of solar cells
N.V.	A public company with limited liability incorporated under the laws of the Netherlands
Market Maker	An entity, being an investment firm or foreign investment firm, which under an agreement with the ATS Organizer agreed to take, on its own account, actions aimed to support the efficiency of trading in financial instruments of a given issuer, on terms specified by the ATS Organizer
MW	Megawatt, a unit of power. 1,000 MW = 1 GW
MWh	Megawatt hour, a unit of energy. 1,000 MWh = 1 GWh
MWp	Megawatt peak; a term used in photovoltaics, a non-norm compliant term for the electricial performance of solar cells
Offering Act	Polish Act of Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies as of 29 July 2005 (*Dziennik Ustaw* from 2005, No. 184, item 1539, as amended)
O&M	Operations and management

PEAS, Phoenix Energy a.s.	Phoenix Energy a.s., formerly named Photon Energy a.s. with its registered office at Prague 2 - Vinohrady, U Zvonařky 448/16, Post Code 120 00, registered with the Commercial Register maintained by the Municipal Court in Prague, file no. 13779
PE Investments	Photon Energy Investments N.V. with it registered office in Amsterdam, The Netherlands
Personal Income Tax Act	Polish Act on Personal Income Tax as of 26 July 1991 (*Dziennik Ustaw* from 1991, No. 80, item 350, as amended)
PLN	Polish zloty
PV	Abbreviation for photovoltaics
RLRE	Raiffeisen – Leasing Real Estate s.r.o. headquartered in Prague, Czech Republic
SAI	Solar Energy Investments B.V. (formerly Minority Shareholders Photon Energy B.V.) with it registered office in Amsterdam, The Netherlands
Shares	27,000,000 ordinary registred shares in Photon Energy N.V., as defined in section 2.
SPV	Special purpose vehicle, legally independent purpose vehicle which is founded for each project
USD	United States dollar