

Photon Energy N.V.

Financial Statements

for the year ended 31 December 2016

Contents

Directors' report	5	4.3.2 Non-derivative financial liabilities	19
Developments in 2016	5	4.3.3 Share capital	19
Financial instruments and risk management	6	4.3.4 Derivative financial instruments	19
Sovereign Risk	6	4.4 Property, plant and equipment	20
Operational risk	6	4.4.1 Recognition and measurement	20
Currency risk	7	4.4.2 Depreciation	20
Credit risk	7	4.5 Inventories	20
Liquidity risk	7	4.6 Impairment	21
Interest risk	7	4.6.1 Non-derivative financial assets	21
Research and development	8	4.6.2 Non-financial assets	21
Personnel	8	4.7 Non-current assets held for sale or distribution	22
Strategy for 2017 and beyond	8	4.8 Provisions	22
Subsequent events	9	4.8.1 Warranties	22
Consolidated Financial Statements for the year ended 31 December 2016	10	4.9 Revenue	22
Consolidated statement of comprehensive income for the year ended 31 December	11	4.9.1 Goods sold	22
Consolidated statement of financial position as at 31 December	12	4.9.2 Services	22
Consolidated statement of changes in equity for the year ended 31 December	13	4.9.3 Construction contracts	22
Consolidated statement of cash flows for the year ended 31 December	14	4.9.4 Sale of electricity	22
Notes to the Consolidated Financial Statements for the year ended 31 December 2016	15	4.10 Finance income and finance costs	22
1. Reporting entity	16	4.11 Income tax	23
2. Basis of preparation	16	4.12 Earnings per share	23
2.1 Statement of compliance	16	4.13 Segment reporting	23
2.2 Basis of measurement	16	5. Determination of fair values	24
2.3 Functional currency	16	5.1 Property, plant and equipment	24
2.4 Use of estimates and judgments	16	5.2 Inventories	25
3. Application of new and revised EU IFRSs	17	5.3 Trade and other receivables	25
3.1 New and revised EU IFRSs affecting amounts reported in the current year (and/or prior years)	17	5.4 Non-derivative financial liabilities	25
3.2 New and revised IFRSs in issue but not yet effective	17	6. Financial risk management	25
4. Significant accounting policies	17	6.1 Risk management framework	25
4.1 Basis of consolidation	17	6.2 Sovereign Risk	25
4.1.1 Business combinations	17	6.3 Operational risk	25
4.1.2 Subsidiaries	17	6.4 Currency risk	25
4.1.3 Special purpose entities	18	6.5 Credit risk	26
4.1.4 Loss of control	18	6.6 Liquidity risk	26
4.1.5 Investments in associates and jointly controlled entities (equity-accounted investees)	18	6.7 Interest risk	26
4.1.6 Transactions eliminated on consolidation	18	7. Operating segments	27
4.2 Foreign currency	18	8. Current assets held for sale	33
4.2.1 Foreign currency transactions	18	9. Acquisitions of subsidiary and non-controlling interests; financial information for the joint ventures and associates	33
4.2.2 Foreign operations	18	9.1 Establishment of new subsidiaries	33
4.2.3 Borrowing costs	18	9.2 Acquisitions of subsidiaries	33
4.3 Financial instruments	19	9.3 Financial information for the joint ventures and associates	34
4.3.1 Non-derivative financial assets	19	10. Revenue	35
		11. Cost of sales	36
		11.1 Tax levy	36
		12. Other income	36
		13. Other expenses	36

14. Administrative and personnel expenses	37	Standalone Financial Statements	
15. Finance income and finance costs	37	for the year ended 31 December 2016	62
16. Income tax expense	37	Company balance sheet as at 31 December 2016	63
16.1 Income tax recognized in profit or loss	37	Company income statement	
16.2 Income tax recognized in other comprehensive income	38	for the financial year ended 31 December 2016	64
16.3 Reconciliation of effective tax rate	38	Notes to the Company Financial Statements	
17. Property, plant and equipment	39	for the year ended 31 December 2016	65
18. Other investments	41	34. General	66
19. Deferred tax assets and liabilities	41	35. Principles for the measurement of assets and liabilities and the determination of the result	66
20. Inventories	43	36. Financial fixed assets	66
21. Trade and other receivables	43	37. Loans	68
22. Cash and cash equivalents	44	38. Current assets	68
23. Capital and reserves	44	39. Shareholders' equity	70
24. Earnings per share	47	39.1 Reconciliation of movement in capital and reserves	70
25. Loans and borrowings	47	39.2 Share capital and share premium	71
26. Trade and other payables	48	40. Long-term liabilities	72
27. Other long-term and short-term liabilities	49	41. Current liabilities	72
27.1 Other long term liabilities	49	42. Financial instruments	72
27.2 Other short term liabilities	49	42.1 General	72
27.3 Current tax liability	49	42.2 Fair value	72
28. Financial instruments	50	43. Share in results from participating interests	73
28.1 Liquidity Risk	50	44. Fees of the auditor	73
28.2 Credit risk	51	45. Related parties	74
28.3 Interest rate risk	52	45.1 Transactions with key management personnel	74
28.4 Exchange rate risk	55	Other information	76
28.5 Accounting classifications and fair values	56	I. Emoluments of directors and supervisory directors	76
29. Related parties	58	II. Provisions in the Articles of Association governing the appropriation of profit	76
29.1 Parent and ultimate controlling party	58	III. Proposal for profit appropriation	76
30. Group entities	59	IV. Subsequent events	76
31. Subsequent events	61	V. Subsidiaries	76
32. Contingent assets and liabilities	61	VI. Independent auditor's report	76

Directors' report

Directors' report

The directors present their report together with the annual financial statements of Photon Energy N.V. (the "Company") for the year ended 31 December 2016.

Photon Energy N.V. (the "Company") is a joint-stock company incorporated under the laws of the Netherlands on 9 December 2010. The statutory seat of the Company is Barbara Strozzi-laan 201, 1083HN Amsterdam. The consolidated financial

statements of the Company as at and for the year ended 31 December 2016 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities") and the Group's interest in associates and jointly controlled entities.

The company is controlled by the following shareholders:

<i>In shares</i>	No. of shares	% of capital
Solar Age Investments B. V.	26,463,974	44.11%
Solar Future Cooperatief U.A.	8,590,683	14.32%
Solar Power to the People Cooperatief U.A.	8,051,919	13.42%
Photon Energy N.V.	9,028,251	15.05%
Free float	7,865,173	13.11%
Total	60,000,000	100.0%

The Board of Directors consists of the Directors Mr. Georg Hotar and Mr. Michael Gartner.

Developments in 2016

Result

The total equity attributable to the owners of the Company as at 31 December 2016 amounts to EUR 24,180 thousand (2015: EUR 28,389 thousand). The total result for the year 2016 amounts to a loss of EUR 2,660 thousand (2015: loss EUR 1,720 thousand).

Revenues and cost of sales

Revenues in 2016 decreased slightly to EUR 13,089 thousand compared to 2015, when the revenues amounted to EUR 13,321 thousand. In 2016, cost of sales decreased to 1,589 thousand from EUR 2,444 thousand in the financial year 2015.

The decrease in revenues is a result of lower revenues in the segment of energy solutions compared to the prior year, compensated by higher revenues in the segment of production of electricity and operations & maintenance.

The gross profit margin equalled to 82% in 2016 compared to 76% in 2015. The higher margin in 2016 is a consequence of lower cost of sales compared to the prior year.

Financial income and expenses

Financial income and expenses consist mainly of interest expense. The other part of financial income and expenses represents the result from revaluation of swaps, interest income, and bank fees.

Other comprehensive income

Other comprehensive income includes mainly change in revaluation reserve (positive effect of EUR 602 thousand coming from the acquisition of Fotonika s.r.o.), change in currency reserve (negative impact of EUR 164 thousand and change in the derivatives reserve (positive impact of EUR 205 thousand).

Non-current assets

The decrease in fixed assets compared to 2015, is mainly influenced by the annual depreciation compensated by acquisition of 100% share in Fotonika s.r.o.

Current assets

Current assets increased in 2016 compared to 2015, from EUR 10,930 thousand to EUR 11,556 thousand. This increase was influenced mainly by the higher inventories, higher trade receivables and higher cash.

Total liabilities

The total liabilities include primarily:

- 1) Loans and borrowings
- 2) Trade payables
- 3) Bond related liability

Long-term liabilities increased by EUR 2,364 thousand. The main driver of this increase was an increase in the proceeds from bond by EUR 2,872 thousand and an increase in deferred tax liability by EUR 325 thousand. This increase was compensated by a decrease coming from the repayments of bank loans. The Group managed to decrease its current payables mainly due to decrease in trade and other payables, as well as the liability from income tax.

Financial instruments and risk management

In 2016, financial instruments were only used to mitigate risks and were not used for trading purposes. We refer to the notes in the financial statements for more details about the company's financial instruments.

Principle risks

The Group has exposure to the following risks:

- ▀ Credit risk,
- ▀ Sovereign
- ▀ Liquidity risk,
- ▀ Operational risk,
- ▀ Currency risk,
- ▀ Interest risk,
- ▀ Market risk.

In the notes to the consolidated financial statements, information is included about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Sovereign Risk

The Company's results can be adversely affected by political or regulatory developments negatively impacting on the income streams of projects in the portfolio. A number of countries have already succumbed to retroactive measures reneging on existing agreements, guarantees and legislation by imposing levies, cancelling contracts or renegotiating terms unilaterally or by other measures reducing or in the worst case cancelling Feed in Tariffs for renewable energy investments. Legal remedies available to compensate investors for expropriation or other takings may be inadequate. Lack of legal certainty exposes projects in the portfolio to increased risk of adverse or unpredictable actions by government officials, and also makes it more difficult for us to enforce existing contracts. In some cases these risks can be partially offset by agreements to arbitrate disputes in an international forum, but the adequacy of this remedy may still depend on the local legal system to enforce the award.

Operational risk

The economic viability of energy production using photovoltaic power plants installations depends on Feed-in-Tariff (FiT) systems. The FiT system can be negatively affected by a number of factors including, but not limited to, a reduction or elimination in the FiT or green bonus per kWh produced, an elimination or reduction of the indexation of the FiT and a shortening of the period for which the FiT applies to photovoltaic installations. On the investment side the Company faces uncertainty in relation to the approval process for the construction of photovoltaic installations, grid connection and the investment cost per kWp of installed capacity. The operating and financial results of the Company can be seriously affected by a sudden or significant change in the regulatory environment in each of the countries where the Company or its subsidiaries conduct business.

During the fourth quarter of 2010, the Czech parliament and the Czech government approved several changes in the legal framework governing certain aspects of the photovoltaic and other industries. Those changes included mainly: (i) a 3 years tax levy, newly introduced into the Czech tax system, of 26% on the revenues of photovoltaic power plants above 30kW of installed capacity, completed in the years 2009 and 2010, (ii) the abolishment of a six-year corporate income tax exemption for photovoltaic power plants, and (iii) a tenfold increase of the contractual fees previously agreed between the photovoltaic power plant operators and the state Land Fund for the extraction of certain classes of land from the state fund.

In September 2013, additional prolongation of the tax levy was approved. The percentage was decreased to 10% and applicability of this tax prolonged till end of the useful economic life of the power plants. The Company reflected this change in the DCF models for Czech SPVs already as of 30 September 2013. The fair value decrease was reflected in the value of assets, related deferred tax and other comprehensive income in 2013 financial statements.

For the years 2016 and 2017 the Group opted for its Czech power plants for the currently economically more beneficial green bonus scheme instead of the feed-in-tariff.

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, CHF, EUR and AUD. There is no financial hedging used by the company against the currency risk. Company's management does not formally monitor the FX positions.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, including the electricity distributors.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by individual characteristics of each customer. However, management also considers the demographics of the Group's customer base, including the default risk of the industry and country in which customers operate, as these factors may have an influence on credit risk. In most cases, the Company requires advance payments (partial or 100%) for the delivery of electricity in order to minimise the credit risk. Additionally, in case of new customers, the company looks for market references of the potential customers that are available in public resources. The collections are regularly monitored by the responsible employees and any significant overdue receivables are discussed with the management of the company. Management of the company is responsible for the decision whether allowance is to be created or any other steps need to be performed.

Cash and cash equivalents

The Group held cash and cash equivalents of EUR 5,420 thousand at 31 December 2016 (2015: EUR 5,297 thousand), which represents its maximum credit exposure on these assets. The cash and cash equivalents are held with banks and financial institution counterparties. Only those banks and financial institutions, which were approved by the members of the board of directors, can be used by the company.

Cash held by the SPVs under legal ownership of RL is restricted only for certain transactions, e.g. loan and related interest provided to those SPV's by Photon Energy N.V. is subordinated to the loan from RL and will be paid only after the repayment of the RL loan. Total amount of the cash owned by these SPVs is EUR 2,991 thousand as at 31 December 2016 (2015: EUR 4,103 thousand).

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its

liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Interest risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. It is measured by the extent to which changes in market interest rates impact on net interest expense. The Company uses interest rate derivatives for managing the interest rate risk.

Slovak SPVs, consolidated in full or by using the equity method by the Group, own interest rate derivatives used for hedging. The purpose of the derivatives is to hedge against movement of interest rates. Concluding the derivative contract was one of conditions required by financing bank as defined in the Loan contract.

The change in fair value of these derivatives is recognized via equity of the Company and the result is shown in Derivatives reserve of the Company's equity since 1 January 2012. Until then, the change in fair value of the derivatives was recorded to profit and loss.

The Czech SPVs own interest rate derivatives. Concluding the derivative contract was one of conditions required by the financing bank as defined in the Loan contract. The change in value of these derivatives is recognized via Profit and loss as they do not meet criteria for the hedging derivatives.

Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy will unwind accordingly to the further negotiations with the Group's creditors.

The Group's net debt to adjusted equity ratio at the reporting date was as follows:

<i>In thousand of EUR</i>	2016	2015
Total liabilities	62,945	61,413
Less: cash and cash equivalents	5,420	5,297
Net debt	57,525	56,116
Total equity	24,180	28,541
Net debt to adjusted equity ratio at 31 December	2.38	1.97

There were no changes in the Group's approach to capital management during the year. A net debt to adjusted equity ratio shows higher indebtedness of the Group.

Selected indicators

Debt to assets ratio (total liabilities/total assets)

- 2016: 0.72
- 2015: 0.68

Debt to equity ratio (total liabilities/shareholders'equity)

- 2016: 2.60
- 2015: 2.16

Research and development

The Company does not perform any material research and development activities.

Personnel

During the year, the number of staff employed by the Group was 62 (2015: 59). Management expects that the number of employees in 2016 will be similar to the previous year.

On 1 January 2014, The Management and Supervision Act came into force requiring that at least 30% of the directors is female

Strategy for 2017 and beyond

We are pleased that in 2016 we managed to further streamline our operations by trimming our cost base and adding some 40 MWp to our Operations & Maintenance business, which took us to the market leading position in our core market in the Czech Republic. Our O&M spin-offs Photon Energy Cardio and Photon Energy Control have hit the ground running with Cardio continuously expanding its customer base across Europe and developing a state-of-the-art wireless string monitoring system while Control completed the development of its cutting edge plant monitoring and control system. In 2016 we also consolidated our portfolio by taking full ownership of the Prša (Fotonika s.r.o.) and Blatna (ATS Energy s.r.o.) plants in Slovakia and progressed materially in our project development effort in Australia, getting our projects in Leeton and Envirova with a combined installed capacity of 34 MWp on track to be ready-to-build in mid-2017. While our consolidated revenues declined by 1.7% to EUR 13,089 thousand, revenue quality improved as evidenced by a 6.3% increase in EBITDA to EUR 6,532 thousand and a 13.9% improvement in EBIT to EUR 1,268 thousand. Our objective of achieving a positive bottom line remains our core challenge in 2017.

As solar energy generation is reaching cost levels competitive with black energy and energy generated from other renewable sources it is also increasingly becoming a commodity, with the know-how relating to the construction of photovoltaic plants

Current ratio (current assets/current liabilities)

- 2016: 1.46
- 2015: 1.25

Debt to equity slightly worsened in 2016 compared to 2015 due to lower equity. The current ratio has improved due to lower current liabilities.

and at least 30% is male. At this moment the company does not comply with this Act and management does not believe nominations for (re-) appointments will change this in the near future.

proliferating. With our experience and know-how in operations & maintenance and specialized services we believe Photon Energy to have a competitive edge in the life cycle management of photovoltaic plants. The new frontier, however, is in the integration of energy storage systems with solar energy and other energy sources in order to reduce the intermittency of supply into the grid or to direct energy users both on and off the grid. Our award-winning off-grid installation for BAI in Muswellbrook, Australia is a valuable reference which we intend to leverage to new customers and markets, which we expect to provide significant growth potential in coming years.

Despite the global rollout of solar energy and the boost better and cheaper energy storage technologies will provide, making energy production cleaner and bringing electricity for the first time to many people all over the world, we spent countless hours looking at developing our company's mission along a grand new vision which will tackle the world's most pressing problems while providing Photon Energy with a blue ocean of opportunities. Here it is:

Energy and Water must be Clean, Safe, Accessible and Affordable for Everyone.

Access to sufficient supplies of drinking and for other purposes usable water is quickly developing into the world's most pressing challenge. Changing weather patterns, pollution and the

irresponsible use of ground water affect not only developing countries but increasingly threaten the largest and most developed economies. Devastating droughts in the US and the catastrophic water pollution in China are among the most visible examples, imperiling the livelihoods of tens of millions in the world's two largest economies. Across Africa, Latin America, India and many other Asian nations well over a billion people do not have access to clean and safe drinking water, resulting in millions of deaths from disease every year. Tackling this challenge to humanity alongside meeting the need for ever more energy without destroying the planet we all share is the stated mission of Photon Energy from now on.

Following our vision, in January 2017 we launched our new subsidiary Photon Water Technology as the competence centre for technologies for water purification, soil remediation and waste water treatment. While we intend to provide state-of-the-art technical solutions in all these areas on a stand-alone basis, we will strongly focus on solutions combining these with the benefits of distributed energy generation from solar and other renewable energy sources. Following our established business model we intend to cover the entire life-cycle of water technologies from project development to the engineering & construction as well as the operation & maintenance of our

solutions. Whenever suitable we intend to be the owner-operators of these plants, very much as we are today with our proprietary portfolio of power plants. In other words, our business model will remain largely unchanged as we add the most important commodity to our offering, which is clean, safe, accessible and affordable water to the benefit of the communities we will serve.

Building and expanding on our experience, know-how and technical capabilities we are embarking on an exciting new path, which will take us into many new markets around the world. We will combine solar energy, energy storage and water technologies to meet the growing needs of billions of potential customers from the poorest to the richest countries in the world.

Going concern

Management statement

In preparing these accounts on a going concern basis, management used its best estimates to forecast cash movements over the next 12 months from the date of these accounts. As per today, management believes the Company will be able to repay its liabilities and ensure the further development of the Group.

Subsequent events

Sale of 35% share in Photon Water Technology s.r.o.

31st January 2017, Photon Energy N.V. sold 35% share in the company Photon Water Technology s.r.o. while maintaining the control over the entity.

Sale of 100% share in Photon Water s.r.o.

28 February 2017, Photon Energy N.V. sold 100% share in the company Photon Water s.r.o.

Amsterdam, 10 March 2017

The Board of Directors:



Georg Hotar, Director



Michael Gartner, Director

**Consolidated
Financial Statements**
for the year ended 31 December 2016

Consolidated statement of comprehensive income for the year ended 31 December

<i>In thousand of EUR</i>	Note	2016	2015
Revenue	<u>10</u>	13,089	13,321
Cost of sales	<u>11</u>	-1,589	-2,444
Energy tax	<u>11</u>	-777	-743
Gross profit		10,723	10,134
Other income	<u>12</u>	374	0
Administrative expenses	<u>14</u>	-1,690	-1,639
Personnel expenses	<u>14</u>	-2,241	-2,112
Other expenses	<u>13</u>	-616	-237
Depreciation		-5,265	-5,033
Results from operating activities		1,286	1,113
Finance income	<u>15</u>	125	903
Interest income	<u>15</u>	42	72
Finance costs	<u>15</u>	-55	-132
Revaluation of derivatives	<u>15</u>	-345	240
Interest costs	<u>15</u>	-3,109	-3,204
Net finance expenses		-3,342	-2,121
Share of profit equity-accounted investments (net of tax)	<u>24</u>	59	91
Profit/loss before taxation		-1,996	-918
Income tax due/deferred	<u>16</u>	-653	-589
Profit/loss for the year from continuing operations		-2,649	-1,507
Profit for the year from discontinued operations	<u>9</u>	-11	-213
Profit/loss for the year		-2,660	-1,720
Other comprehensive income (loss)			
Items that will not be reclassified subsequently to profit or loss			
Revaluation of property, plant and equipment	<u>23</u>	602	0
Share of revaluation of property, plant and equipment of associates/joint ventures	<u>23</u>	0	0
Items that will be reclassified subsequently to profit or loss			
Foreign currency translation difference - foreign operations	<u>23</u>	-164	803
Derivatives (hedging)	<u>28</u>	215	162
Share of currency translation diff. Of associates / JV	<u>23</u>	0	0
Other comprehensive income for the year, net of tax		653	965
Total comprehensive income for the year		-2,007	-755
Profit attributable to:			
Attributable to the owners of the company		-2,660	-1,725
Attributable to non controlling interest		0	5
Profit for the year		-2,660	-1,720
Total comprehensive income attributable to:			
Attributable to the owners of the company		-2,007	-760
Attributable to non controlling interest		0	5
Total comprehensive income for the year		-2,007	-755
Earnings per share			
Earnings per share (basic) (in EUR)	<u>24</u>	-0.052	-0.034
Earnings per share (diluted) (in EUR)	<u>24</u>	-0.044	-0.029
Total comprehensive income per share (in EUR)	<u>24</u>	-0.034	-0.015

The notes on pages 15 to 61 are an integral part of these financial statements.

Consolidated statement of financial position as at 31 December

<i>In thousand of EUR</i>	Note	31 December 2016	31 December 2015
Assets			
Property, plant and equipment	<u>17</u>	73,977	76,827
Investments in equity-accounted investees	<u>9.3</u>	1,585	2,195
Other investments	<u>18</u>	8	1
Long-term receivables	<u>21</u>	0	0
Deferred tax assets		0	0
Non-current assets		75,570	79,023
Inventories	<u>20</u>	1,122	924
Trade receivables	<u>21</u>	1,123	917
Other receivables	<u>21</u>	2,150	2,412
Gross amount due from customers for contract work	<u>20</u>	0	0
Current tax receivable	<u>21</u>	0	0
Shareholders' loans	<u>21</u>	812	630
Prepaid expenses	<u>21</u>	389	688
Cash and cash equivalents	<u>22</u>	5,420	5,297
Other S-T financial asset	<u>22</u>	541	0
Assets classified as held for sale	<u>8</u>	0	61
Current assets		11,556	10,930
Total assets		87,125	89,953
Equity & Liabilities			
Equity			
Share capital	<u>23</u>	600	600
Share premium	<u>23</u>	23,760	23,760
Revaluation reserve	<u>23</u>	24,410	25,415
Legal reserve fund	<u>23</u>	13	10
Hedging reserve	<u>23</u>	-205	-420
Translation reserve	<u>23</u>	-1,139	-975
Retained earnings	<u>23</u>	-23,260	-20,001
Equity attributable to owners of the Company		24,180	28,389
Non-controlling interests	<u>23</u>	0	151
Total equity		24,180	28,541
Liabilities			
Loans and borrowings	<u>25</u>	37,551	38,499
Other long-term liabilities	<u>28</u>	11,410	8,154
Other loans	<u>25</u>	269	538
Deferred tax liabilities	<u>19</u>	5,806	5,481
Long-term liability from income tax	<u>27</u>	0	0
Non-current liabilities		55,035	52,671
Loans and borrowings	<u>25</u>	3,597	3,569
Trade payables	<u>26</u>	619	1,061
Other payables	<u>26</u>	2,894	3,047
Other Loans	<u>25</u>	269	269
Other short-term liabilities	<u>27</u>	0	0
Current tax liabilities	<u>27</u>	305	747
Provisions	<u>27</u>	225	0
Liabilities classified as held for sale	<u>8</u>	0	49
Current liabilities		7,910	8,742
Total liabilities		62,945	61,413
Total equity and liabilities		87,125	89,953

The notes on pages 15 to 61 are an integral part of these financial statements.

Consolidated statement of changes in equity for the year ended 31 December

<i>in thousand EUR</i>	Share capital	Share premium	Legal reserve fund	Revaluation reserve	Currency translation reserve	Hedging reserve	Retained earnings	TOTAL	Non-controlling interests	TOTAL EQUITY
BALANCE at 1.1.2015	600	23,760	10	27,704	-1,778	-582	-21,675	28,038	147	28,185
Profit for the year	-	-	-	-	-	-	-1,725	-1,725	5	-1,720
Revaluation of PPE	-	-	-	-	-	-	-	-	-	-
Share on revaluation of PPE of associates, JV	-	-	-	-	-	-	-	-	-	-
Foreign currency translation differences	-	-	-	-	803	-	-	803	-	803
Derivatives	-	-	-	-	-	162	-	162	-	162
Share on derivatives JV	-	-	-	-	-	-	-	-	-	-
Move from revaluation reserve to retained earnings	-	-	-	-2,289	-	-	2,289	2,289	-	2,289
Move to RE on entity disposal	-	-	-	-	-	-	1,110	1,110	-	1,110
Other comprehensive income for the year	0	0	0	-2,289	803	162	1,674	350	5	355
new shares	-	-	-	-	-	-	-	0	-	0
Transactions with owners	-	-	-	-	-	-	-	0	-	0
BALANCE at 31.12.2015	600	23,760	10	25,415	-975	-420	-20,001	28,389	151	28,540
BALANCE at 1.1.2016	600	23,760	10	25,415	-975	-420	-20,001	28,389	151	28,540
Profit for the year	-	-	-	-	-	-	-2,660	-2,660	-	-2,660
Revaluation of PPE	-	-	-	-	-	-	-	-	-	-
Share on revaluation of PPE of associates, JV	-	-	-	-	-	-	-	-	-	-
Foreign currency translation differences	-	-	-	-	-164	-	-	-164	-	-164
Derivatives	-	-	-	-	-	215	-	215	-	215
Acquisition on JV	-	-	-	602	-	-	-	602	-	602
Other comprehensive income	0	0	-	602	-164	215	-2,660	-2,007	-	-2,007
Move from revaluation reserve to retained earnings	-	-	-	-1,607	-	-	1,607	0	-	0
Legal reserve fund	-	-	3	-	-	-	-3	0	-	0
New shares	-	-	-	-	-	-	-	-	-	-
Move of RE due to entity disposal/change of cons. method	-	-	-	-	-	-	-2,202	-2,202	-151	-2,353
BALANCE at 31.12.2016	600	23,760	13	24,410	-1,139	-205	-23,260	24,180	-	24,180

The notes on pages 15 to 61 are an integral part of these financial statements.

Consolidated statement of cash flows for the year ended 31 December

<i>In thousand of EUR</i>	Note	2016	2015
Cash flows from operating activities			
Profit for the year before tax		-1,996	-918
Adjustments for:			
Depreciation	<u>17</u>	5,265	5,036
Other changes in fixed assets	<u>17</u>	0	0
Share of profit of equity-accounted investments	<u>24</u>	-59	-91
Profit/loss on sale of property, plant and equipment	<u>17</u>	0	0
Other non-cash items	<u>24</u>	-776	589
Changes in:			
Trade and other receivables	<u>21</u>	260	-457
Gross amount due from customers for contract work		0	262
Prepaid expenses	<u>21</u>	299	130
Inventories	<u>20</u>	-198	-241
Trade and other payables	<u>26</u>	-642	-362
Other liabilities	<u>27</u>	-117	-1,091
Net cash from operating activities		2,035	2,857
Cash flows from investing activities			
Acquisition of property, plant and equipment	<u>9</u>	0	0
Acquisition of subsidiaries, associates, JV	<u>9</u>	-438	0
Acquisition of other investments	<u>9</u>	0	0
Proceeds from sale of investments	<u>9</u>	25	2,141
Sale of investments- cash sold	<u>9</u>	0	0
Interest received	<u>15</u>	0	0
Net cash used in investing activities		-463	2,141
Cash flows from financing activities			
Proceeds from issuance of ordinary shares		0	0
Proceeds from borrowings	<u>25</u>	1,479	0
Change in consolidation method	<u>25</u>	1,809	0
Repayment of borrowings	<u>25</u>	-4,337	-4,996
Proceeds from issuing bonds	<u>25</u>	2,872	535
Interest expenses	<u>25</u>	-3,109	130
Net cash from (used in) financing activities		-1,286	-4,331
Net increase/decrease in cash and cash equivalents		287	668
Cash and cash equivalents at 1 January		5,297	4,631
Effect of exchange rate fluctuations on cash held		-164	0
Cash and cash equivalents at 31 December		5,420	5,297

The notes on pages 15 to 61 are an integral part of these consolidated financial statements.

**Notes to the Consolidated
Financial Statements**
for the year ended 31 December 2016

1. Reporting entity

Photon Energy N.V. ("Photon Energy" or the "Company") is a joint-stock company incorporated under the laws of Netherlands on 9 December 2010. The statutory seat of the Company is Barbara Strozilaan 201, 1083HN Amsterdam. The consolidated financial statements of the Company as at and for the year ended 31 December 2016 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities") and the Group's interest in associates and jointly controlled entities.

2. Basis of preparation

2.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union ("EU IFRSs") and title 9 Book 2 of the Netherlands Civil code. It represents the international accounting standards adopted in the form of European Commission Regulations in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council.

The consolidated financial statements were authorised for issue by the Board of Directors on 10 March 2017.

Going concern

Management statement

In preparing these accounts on a going concern basis, management used its best estimates to forecast cash movements over the next 12 months from the date of these accounts. As per today, management believes the Company will be able to repay its liabilities and ensure the further development of the Group.

2.2 Basis of measurement

The consolidated financial statements have been prepared on historical cost basis except for the following material items in the statement of financial position:

- Property, plant and equipment – photovoltaic power plants are measured at revalued amounts (for revaluation details refer to the note [23](#))
- Investments in equity instruments accounted for using the equity method

2.3 Functional currency

These financial statements are presented in EUR.

The functional currencies used in the Group are CZK for Czech subsidiaries, EUR for Dutch, German and Slovak companies, CHF for Swiss subsidiary and AUD for Australian subsidiaries. All financial information presented in EUR has been rounded to the nearest thousand.

The Group is engaged in the development of photovoltaic power plants. This activity involves securing suitable sites by purchase or long-term lease, obtaining all licenses and permits, the design, installation of photovoltaic equipment, financing, operations and maintenance. Photon Energy pursues a comprehensive strategy of focusing both on green-field and rooftop installations while trying to cover the largest possible part of the value chain and lifecycle of the power plant.

2.4 Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with EU IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Significant management judgement is used in key assumptions applied discounted cash flow projections related to the valuation of the photovoltaic power plants (refer to Note 5.1) and in case of professional judgment and internal knowledge of the customer related to the creation of the allowance for bad and doubtful debts (refer to Note 28.2).

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note [5.1](#) – key assumptions used in discounted cash flow projections related to the valuation of the photovoltaic power plants
- Note [28.2](#) – professional judgment and internal knowledge of the customer related to the creation of the allowance for bad and doubtful debts

3. Application of new and revised EU IFRSs

3.1 New and revised EU IFRSs affecting amounts reported in the current year (and/or prior years)

The following new and revised EU IFRSs have been applied in the current period and have affected the amounts reported in the financial statements.

IFRS 15 Revenue

Effective from annual periods beginning on or after 1 January 2018 the core principle of IFRS 15 is that an entity will recognize revenue to reflect the transfer of goods or services, measured as the amount to which the entity expects to be entitled in exchange for those goods or services. In particular, the new standard requires distinct goods or services to be accounted for separately, which may have a significant impact on the timing of revenue and profit recognition. While the overall principles will sound familiar, IFRS 15 includes a significant amount of guidance on many issues that arise in determining the appropriate timing and measurement of revenue. Finally, the new standard also requires significant disclosures relating to the reporting of revenue, and entities will need to ensure that they can gather the appropriate information in a timely manner.

IFRS 16 Leases

Effective from annual periods beginning on or after 1 January 2019 lessees are required to account for all leases on their balance sheets, including those which had previously been treated

as operating leases and accounted for in the P&L account as an "in-year" expense. This will include leases of retail and commercial property, equipment and vehicles.

IFRS 9 Financial instruments

On 24 July 2014, IASB issued IFRS 9 Financial instruments. This is the final version of the Standard and supersedes all previous versions. The standard has a mandatory effective date for annual periods beginning on or after 1 January 2018, with earlier application permitted.

3.2 New and revised IFRSs in issue but not yet effective

The Group has not applied the following new and revised EU IFRSs that have been issued but are not yet effective (dates in brackets shows effective date):

- ▶ IAS 19 Employee Benefits (January 2016)
- ▶ Amendments to IFRS 7 Financial Instruments: Disclosures (January 2018)
- ▶ IFRS 15 Revenue (January 2017)
- ▶ IFRS 16 Leases (January 2019)

The Group does not plan to adopt these standards early and the extent of the impact has not been determined as management believes it will not have a significant impact.

4. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, and have been applied consistently by Group entities.

4.1 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including special purpose entities) controlled by the Company (its subsidiaries). Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary.

4.1.1 Business combinations

Acquisition of businesses is accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in

exchange for control of the acquiree. Acquisition related costs are recognized in profit or loss as incurred.

4.1.2 Subsidiaries

Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Income and expenses and other comprehensive income of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with Group accounting policies.

4.1.3 Special purpose entities

The Group includes special purpose entities (SPEs). The Group does not have any direct or indirect shareholdings in these entities. An SPE is consolidated if, based on an evaluation of the substance of its relationship with the Group and the SPE's risks and rewards, the Group concludes that it controls the SPE. SPEs controlled by the Group were established under terms that impose strict limitations on the decision-making powers of the SPEs' management and that result in the Group receiving the majority of the benefits related to the SPEs' operations and net assets, being exposed to the majority of risks incident to the SPEs' activities, and retaining the majority of the residual or ownership risks related to the SPEs or their assets.

SPEs currently include entities owned by Raiffeisen – Leasing s.r.o. ("RL"). All these SPEs are financed by RL.

Based on new contractual agreements, the Company has the right to apply a call option for purchase of a 100% share in the RL SPVs in case of full repayment of external loans, security loans, and all the other financial liabilities of PENV towards RL and the Financing bank, plus payment of the future purchase price for the transfer of share in the SPEs.

See the list of SPEs in note [30](#).

4.1.4 Loss of control

Upon the loss of control, the Group derecognizes the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising from the loss of control is recognized in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

4.1.5 Investments in associates and jointly controlled entities (equity-accounted investees)

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds 20 percent or more of the voting power of another entity. Joint ventures are arrangements that the Company controls jointly with one or more other investors, and over which the Company has rights to a share of the arrangements net assets rather than direct rights to underlying assets and obligations for underlying liabilities.

Investments in associates and jointly controlled entities are accounted for using the equity method (equity-accounted investees) and are recognized initially at cost. The cost of the investment includes transaction costs.

The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income, after adjustments to align the accounting policies with those of the Group, from the date that significant influence or joint control

commences until the date that significant influence or joint control ceases.

When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of that interest, including any long-term investments, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

4.1.6 Transactions eliminated on consolidation

Regarding subsidiaries all intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Regarding equity-accounted investees (see note [4.1.5](#)) part of a margin on sales to these entities is eliminated. This part is calculated as a percentage of margins equal to the percentage of the entity's shares owned by the Group.

4.2 Foreign currency

4.2.1 Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on retranslation are recognized in profit or loss, except for differences arising on the retranslation of available-for-sale equity investments.

4.2.2 Foreign operations

The assets and liabilities of foreign operations (those in the Czech Republic, Switzerland and Australia as of 31 December 2016) are translated into Euro at exchange rates at the reporting date. The income and expenses of foreign operations are translated into Euro at exchange rates at the dates of the transactions.

4.2.3 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

4.3 Financial instruments

Financial instruments are only used to mitigate risks and are not used for trading purposes.

4.3.1 Non-derivative financial assets

The Group initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets are recognized initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognized as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies non-derivative financial assets into the following categories: loans and receivables and available-for-sale financial assets.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances on bank accounts and cash on hand and call deposits with original maturities of three months or less.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available for sale or are not classified in any of the above categories of financial assets.

Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale debt instruments, are recognized in other comprehensive income and

presented in the fair value reserve in equity. When an investment is derecognized, the gain or loss accumulated in equity is reclassified to profit or loss.

Available-for-sale financial assets comprise other shares, where the Group holds less than 20% of the voting power and the Group has no control, joint control or significant influence over the investee.

4.3.2 Non-derivative financial liabilities

The Group initially recognizes debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognized initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group classifies non-derivative financial liabilities into the other financial liabilities category. Such financial liabilities are recognized initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

The Group derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies non-derivative financial liabilities into the other financial liabilities category. Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

4.3.3 Share capital

Ordinary shares

Ordinary shares are classified as equity. Consideration received above the nominal value of the ordinary shares is classified in equity as Share premium. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effects.

4.3.4 Derivative financial instruments

The Slovak SPVs own interest rate derivatives used for hedging. The purpose of the derivatives is to hedge against movement of interest rates. Concluding the derivative contract was one of the conditions required by the financing bank as defined in the loan contract. The change in value of these derivatives is recognized via the equity of the Company and the result is shown in the derivatives reserve of the Company's equity since 1 January 2012. Until then, they were recognized via profit and loss.

The required documentation has been prepared and derivatives were successfully tested for effectiveness.

The Czech SPVs own interest rate derivatives. Concluding the derivative contract was one of the conditions required by the financing bank as defined in the loan contract with the fixed interest rate of 5.19%. The change in value of these derivatives is recognized via the profit and loss as they do not meet criteria for hedging derivatives.

4.4 Property, plant and equipment

4.4.1 Recognition and measurement

Photovoltaic power plants are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed at sufficient regularity so that the carrying amounts do not differ materially from those that would be determined using fair values at the end of each reporting period. The need for revaluations is assessed every quarter.

For fair value determination see note [5.1](#).

Any revaluation surplus arising on the revaluation of such photovoltaic power plant is recognized in other comprehensive income and accumulated in equity, except to the extent that the surplus reverses a revaluation deficit on the same asset previously recognized in profit or loss. Any deficit on the revaluation of such photovoltaic power plants is recognized in profit or loss except to the extent that it reserves a previous revaluation surplus on the same asset, in which case the debit to that extent is recognized in other comprehensive income.

Photovoltaic power plants, which the Company consolidates, in the course of construction are carried at cost, less any recognized impairment loss. The cost of self-constructed assets includes the cost of materials and direct labor plus any other costs directly attributable to bringing the assets to a working condition for their intended use and capitalized borrowing costs. Such properties are reported as Property, plant, equipment - Assets in progress and are classified to Property, plant and equipment - Photovoltaic power plants when completed and ready for use. These assets are completed and ready for use when the power plant is connected to the electricity network and all technical parameters necessary for electricity production are completed. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Additional costs capitalized in the value of the asset are included in the regular review of power plants value as done on quarterly basis.

The costs of maintenance, repairs, renewals or replacements which do not extend productive life are charged to operations as incurred. The costs of replacements and improvements which extend productive life are capitalized. The cost of replacing part of an item of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic

benefits embodied within the part will flow to the Company and its cost can be measured reliably.

Included in the property plant and equipment are non separable intangible assets mainly relating to the rights to build and operate photovoltaic power plants in a specific country. Because the items are non separable, the rights are included in property, plant and equipment.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. The gain or loss on disposal of an item of fixtures and equipment is determined by comparing the proceeds from disposal with the carrying amount of the property, plant and equipment, and is recognized net within other income/other expenses in profit or loss.

4.4.2 Depreciation

Depreciation is recognized so as to write off the costs or revalued amount of property, plant and equipment (other than land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation of revalued photovoltaic power plants is recognized in profit or loss. Every quarter the amount equal to the difference between depreciation based on the revalued carrying amount of photovoltaic power plants and depreciation based on asset's original cost is transferred directly to retained earnings. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the properties revaluation reserve is transferred directly to retained earnings.

Land is not depreciated.

The estimated useful lives for the current and comparative years are as follows (based on the professional judgement combining the Feed in Tariff period and useful estimated live of the components and technology used in the power plants):

- Photovoltaic power plants 20 years
- Fixtures and equipments 3–10 years

4.5 Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of inventories is based on the weighted average principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

4.6 Impairment

4.6.1 Non-derivative financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets (including equity securities) are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, adverse changes in the payment status of borrowers or issuers in the Group, economic conditions that correlate with defaults or the disappearance of an active market for a security. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment.

Loans and receivables

The Group considers evidence of impairment for loans and receivables at both a specific asset and collective level. All individually significant receivables are assessed for specific impairment. All individually significant loans and receivables found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Loans and receivables that are not individually significant are collectively assessed for impairment by grouping together loans and receivables with similar risk characteristics.

In assessing collective impairment the Group uses historical trends of the probability of default, the timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account against loans and receivables. Interest on the impaired asset continues to be recognized. When a subsequent event (e.g. repayment by a debtor) causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Available-for-sale financial assets

Impairment losses on available-for-sale financial assets are recognized by reclassifying the losses accumulated in the fair value reserve in equity, to profit or loss. The cumulative loss that is reclassified from equity to profit or loss is the difference between the acquisition cost, net of any principal repayment and amortisation, and the current fair value, less any impairment

loss recognized previously in profit or loss. Changes in impairment provisions attributable to application of the effective interest method are reflected as a component of interest income. If, in a subsequent period, the fair value of an impaired available-for-sale debt security increases and the increase can be related objectively to an event occurring after the impairment loss was recognized in profit or loss, then the impairment loss is reversed, with the amount of the reversal recognized in profit or loss. However, any subsequent recovery in the fair value of an impaired available-for-sale equity security is recognized in other comprehensive income.

4.6.2 Non-financial assets

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time. An impairment loss is recognized if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

A CGU corresponds to the individual power plant operated by the legal entity. In 2016, the legal entity owns always only one power plant.

The recoverable amount of an asset or CGU is the greater of its value in use and its selling price less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a *pro rata* basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount

does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognized.

4.7 Non-current assets held for sale or distribution

Non-current assets held for sale or distribution comprises assets and liabilities, which are expected to be recovered primarily through sale or distribution rather than through continuing use. Immediately before classification as held for sale or distribution, the assets, or components of a disposal group, are re-measured in accordance with the Group's accounting policies. Thereafter, generally, the assets, or disposal group, are measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal group first is allocated to goodwill, and then to remaining assets and liabilities on a *pro rata* basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, which continue to be measured in accordance with the Group's accounting policies.

Impairment losses on initial classification as held for sale or distribution and subsequent gains and losses on re-measurement are recognized in profit or loss. Gains are not recognized in excess of any cumulative impairment loss.

Once classified as held for sale or distribution, intangible assets and property, plant and equipment are no longer amortised or depreciated.

4.8 Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

4.8.1 Warranties

A provision for warranties is recognized when the underlying services are sold, i.e. when the construction contracts are finished. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

4.9 Revenue

4.9.1 Goods sold

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognized when persuasive evidence exists, usually in the form of an executed sales agreement, that the significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be

estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognized as a reduction of revenue as the sales are recognized.

The timing of the transfer of risks and rewards varies depending on the individual terms of the sales agreement (e.g. Incoterms conditions).

4.9.2 Services

Revenue from services (e.g. maintenance, technical-administrative; installation) rendered is recognized in profit or loss in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed by reference to surveys of work performed.

4.9.3 Construction contracts

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, claims and incentive payments, to the extent that it is probable that they will result in revenue and can be measured reliably. As soon as the outcome of a construction contract can be estimated reliably, contract revenue is recognized in profit or loss in proportion to the stage of completion of the contract. Contract expenses are recognized as incurred unless they create an asset related to future contract activity.

The stage of completion is measured by reference to the contract costs incurred up to the reporting date as a percentage of total estimated costs for each contract. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognized only to the extent of contract costs incurred that are likely to be recoverable. An expected loss on a contract is recognized immediately in profit or loss.

4.9.4 Sale of electricity

Revenues from sale of electricity are coming from the sale of electricity produced and sold to the local electricity distributor. After the end of each month, the production reports are downloaded from the monitoring system and based on the data from the report, the invoices are issued. The revenues are recognized in accordance with the delivered electricity.

4.10 Finance income and finance costs

Finance income comprises interest income on loans and net foreign currency gains. Interest income is recognized in profit or loss using the effective interest rate method.

Finance costs comprise interest expense on borrowings, bank account fees and net foreign currency losses. Interest expense is recognized using the effective interest rate method.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in profit or loss. Borrowing costs incurred by the Group directly attributable to the construction of power plants is capitalized in the cost of the related asset until the date of its completion.

Foreign currency gains and losses are reported on a net basis as either finance income or finance cost depending on whether foreign currency movements are in a net gain or net loss position.

4.11 Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

- Temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- Temporary differences related to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on the initial recognition of goodwill.

A deferred tax liability is recognized for assets revaluation reported in other comprehensive income and other temporary differences. Assets revaluation represents the revaluation of photovoltaic power plants described in note [4.4.1](#).

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

4.12 Earnings per share

The Group uses ordinary shares only. The Group presents basic earnings per share and total comprehensive income per share data.

Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

Total comprehensive income per share is calculated by dividing the total comprehensive income attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

4.13 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's management and directors to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's office premises), head office expenses, and other minor expenses non-allocable to the any of the segments.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment, and intangible assets other than goodwill.

5. Determination of fair values

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

5.1 Property, plant and equipment

The fair value of items of plant, equipment, fixtures and fittings is based on the market approach, using quoted market prices for similar items when available, or the income approach (an internally generated discounted cash-flow model) if there is no market based evidence of the fair value. Otherwise, the depreciated replacement cost approach will be used, when appropriate. The depreciated replacement cost estimates reflect adjustments for physical deterioration as well as functional and economic obsolescence.

For photovoltaic power plants market prices are not available. Therefore, the income approach is used. Under this approach the fair value of photovoltaic power plants was in previous years based on an internally generated discounted cash flow model, discounted at weighted average cost of capital. Cash flows were calculated for the period equal to the duration of the Feed-in-Tariff (period with guaranteed sales prices) in a given country and based on the expected after tax cost of debt and expected cost of equity. On a quarterly basis, management reviewed the expected debt costs of individual projects vis-a-vis actual interest cost, financial market conditions, and interest rate for a 15-year state bond. On a quarterly basis, management also reviewed expected cost of equity for the period of the cash flow model. The initial valuations were done as of the date of put in use of an individual power plant, and each model is periodically reviewed and any potential change in inputs is considered. The cash flow projections were prepared for 20 years in Czech Republic and 15 years in Slovak Republic, equal to the duration of the projects. Main inputs used in the models are the following: overall project budget, taxes, interest rates, reserve funds, feed in tariff, OPEX.

- The valuation for Czech SPVs (represented by option rights) was approximated by the current Project Value. Moreover the valuation was based on Unlevered Free Cash Flow to Firm (FCFF) basis of the SPVs. The FCFF calculation used in the valuation was consistent with the overall known definition and approaches.
- The valuation of the Slovak SPVs was based on the Unlevered Free Cash Flow to Firm (FCFF) basis of the SPVs. The discount rate was based on the Capital Asset Pricing Model ("CAPM"). The CAPM is used to determine the appropriate required rate of return of an asset, if that asset is to be added to an already well-diversified portfolio, given that asset's non-diversifiable risk.

The revaluation reserve created, based on the DCF models, was annually released to the retained earnings in the amount equal to the depreciation calculated from the amount of revaluation.

Changes in valuation methodology in 2014

During summer 2014 the Group managed to change various conditions of senior bank financing at the project level. These changes consisted mainly of debt increase, changes in interest rates, changes in reserve accounts and in some cases extension of loan tenor (i.e. changes in debt repayment schedule). In addition to changes in project finance there were major changes in inputs for SK Portfolio and IT Portfolio that were not reflected in the old valuation models. These changes were imposing a new grid connection fee for Slovak projects and change in Feed in tariff mechanism for Italian projects.

Moreover the old methodology based on DCF Entity with not adjusting discount rates due to capital structure change tended to provide less accurate results on the value by DCF. Therefore the DCF Equity method with clear cash streams available to shareholders was chosen to provide significantly more accurate results, because all the changes in financing structure and related interest/principal payments are reflected undistorted.

Changes in the valuation methodology

The DCF Equity valuation method is based on a Discounted Cash Flow method. This method includes the future cash flows available to the shareholders/providers of equity of photovoltaic projects (i.e. after all debt repayments and interests) that are later discounted by respective discount rates. On the contrary the old model was based on DCF Entity and included future cash flows available to the company.

The new valuation of the project keeps in mind the risk profile of future cash flows and the way the project is financed. The risk profile is represented by a discount rate (cost of equity levered). Due to existence of senior project finance the cost of equity calculated by CAPM formula is adjusted by Miller-Modigliani formula to achieve the most precise cost of equity levered for each project respecting its unique capital structure. On the contrary the old model used unchanging WACC as the cost of capital.

Another change of the valuation model is the change in discounting frequency. In the new valuation model, a quarterly discount is applied. This is based on the fact that debt repayments are happening on quarterly basis. This is effecting the overall change in financing structure and indirectly effecting cost of equity levered. On the contrary the old model discounted a yearly cash flow (mid-year convention).

Result of the revaluation based on the above described change amounted to EUR 6,581 thousand in 2014.

This methodology and input parameters have not been changed in 2016.

5.2 Inventories

The fair value of inventories acquired in a business combination is determined based on the estimated selling price in the ordinary course of business less the estimated costs of completion and sale, and a reasonable profit margin based on the effort required to complete and sell the inventories.

5.3 Trade and other receivables

The fair value of trade and other receivables, excluding construction work in progress, but including service concession receivables, is estimated at the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes or when acquired in a business combination.

5.4 Non-derivative financial liabilities

The Group classifies non-derivative financial liabilities into the other financial liabilities category. Such financial liabilities are recognized initially at fair value (estimated at the present value of the future cash outflows discounted by effective interest rate) plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method. For finance leases the market rate of interest is determined by reference to similar lease agreements.

6. Financial risk management

6.1 Risk management framework

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

6.2 Sovereign Risk

The Company's results can be adversely affected by political or regulatory developments negatively impacting on the income streams of projects in the portfolio. A number of countries have already succumbed to retroactive measures reneging on existing agreements, guarantees and legislation by imposing levies, cancelling contracts or renegotiating terms unilaterally or by other measures reducing or in the worst case cancelling Feed in Tariffs for renewable energy investments. Legal remedies available to compensate investors for expropriation or other takings may be inadequate. Lack of legal certainty exposes projects in the portfolio to increased risk of adverse or unpredictable actions by government officials, and also makes it more difficult for us to enforce existing contracts. In some cases these risks can be partially offset by agreements to arbitrate disputes in an international forum, but the adequacy of this remedy may still depend on the local legal system to enforce the award.

6.3 Operational risk

The economic viability of energy production using photovoltaic power plants installations depends on Feed-in-Tariff (FiT) systems. The FiT system can be negatively affected by a number of factors including, but not limited to, a reduction or elimination in the FiT or green bonus per KWh produced, an elimination or reduction of the indexation of the FiT and a shortening of the period for which the FiT applies to photovoltaic installations. On

the investment side the Company faces uncertainty in relation to the approval process for the construction of photovoltaic installations, grid connection and the investment cost per KWp of installed capacity. The operating and financial results of the Company can be seriously affected by a sudden or significant change in the regulatory environment in each of the countries where the Company or its subsidiaries conduct business.

During the fourth quarter of 2010, the Czech parliament and the Czech government approved several changes in the legal framework governing certain aspects of the photovoltaic and other industries. Those changes included mainly: (i) a 3 years tax levy, newly introduced into the Czech tax system, of 26% on the revenues of photovoltaic power plants above 30kW of installed capacity, completed in the years 2009 and 2010, (ii) the abolishment of a six-year corporate income tax exemption for photovoltaic power plants, and (iii) a tenfold increase of the contractual fees previously agreed between the photovoltaic power plant operators and the state Land Fund for the extraction of certain classes of land from the state fund.

In September 2013, additional prolongation of the tax levy was approved. The percentage was decreased to 10% and applicability of this tax prolonged till end of the useful economic life of the power plants. The Company reflected this change in the DCF models for Czech SPVs already as of 30 September 2013. The fair value decrease was reflected in the value of assets, related deferred tax and other comprehensive income in 2013 financial statements.

For the years 2016 and 2017 the Group opted for its Czech power plants for the currently economically more beneficial green bonus scheme instead of the feed-in-tariff.

6.4 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, CHF, EUR and AUD. There is no financial hedging used by the company against the currency risk. Company's management does not formally monitor the FX positions.

6.5 Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, including the electricity distributors.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by individual characteristics of each customer. However, management also considers the demographics of the Group's customer base, including the default risk of the industry and country in which customers operate, as these factors may have an influence on credit risk. In most cases, the Company requires advance payments (partial or 100%) for the delivery of electricity in order to minimise the credit risk. Additionally, in case of new customers, the company looks for market references of the potential customers that are available in public resources. The collections are regularly monitored by the responsible employees and any significant overdue receivables are discussed with the management of the company. Management of the company is responsible for the decision whether allowance is to be created or any other steps need to be performed.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables.

Cash and cash equivalents

The Group held cash and cash equivalents of EUR 5,420 thousand at 31 December 2016 (2015: EUR 5,297 thousand), which represents its maximum credit exposure on these assets. The cash and cash equivalents are held with banks and financial institution counterparties. Only those banks and financial institutions, which were approved by the members of the board of directors, can be used by the company.

Cash held by the SPVs under legal ownership of RL is restricted only for certain transactions, e.g. loan and related interest provided to those SPV's by Photon Energy N.V. (originally by Phoenix Energy a.s.) is subordinated to the loan from RL and will be paid only after the repayment of the RL loan. Total amount of the cash owned by these SPVs is EUR 2,991 thousand as at 31 December 2016 (2015: EUR 4,103 thousand).

6.6 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as

possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

6.7 Interest risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. It is measured by the extent to which changes in market interest rates impact on net interest expense. The Company uses interest rate derivatives for managing the interest rate risk.

Slovak SPVs, consolidated in full or by using the equity method by the Group, own interest rate derivatives used for hedging. The purpose of the derivatives is to hedge against movement of interest rates. Concluding the derivative contract was one of conditions required by financing bank as defined in the Loan contract.

The change in fair value of these derivatives is recognized via equity of the Company and the result is shown in Derivatives reserve of the Company's equity since 1 January 2012. Until then, the change in fair value of the derivatives was recorded to profit and loss.

The Czech SPVs own interest rate derivatives. Concluding the derivative contract was one of conditions required by the financing bank as defined in the Loan contract. The change in value of these derivatives is recognized via Profit and loss as they do not meet criteria for the hedging derivatives.

Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy will unwind accordingly to the further negotiations with the Group's creditors.

The Group's net debt to adjusted equity ratio at the reporting date was as follows:

<i>In thousand of EUR</i>	2016	2015
Total liabilities	62,945	61,413
Less: cash and cash equivalents	5,420	5,297
Net debt	57,525	56,116
Total equity	24,180	28,541
Net debt to adjusted equity ratio at 31 December	2.38	1.97

There were no changes in the Group's approach to capital management during the year. A net debt to adjusted equity ratio shows higher indebtedness of the Group.

7. Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's management and directors to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

The Company's Management has assessed the Group's business from the segment reporting perspective and decided that the financial results of Photon Energy Group to be reported per segments from 1 January 2010.

As of 31 December 2013, Management Board has decided to decrease the number of segments reported:

The Management identified the following segments:

- Energy Solutions (wholesale and import of FVE components, engineering and construction services -turn-key photovoltaic systems' installations for external clients and Photon Energy),
- Production of electricity (includes SPE that finished building of photovoltaic power plants and those are connected to the distribution network and produce the electricity)

- FVE Investment – This segment represents OCI of the Group flowing from the revaluation of the FVE producing the electricity and it is related to project companies that generate the revenues as shown in segment Production of electricity.
- Operations, maintenance and PVPP supervision
- Other, not related to any of the above mentioned segments.

Other operations include the financing and insurance solutions for PV investors, intermediating investments in rooftop photovoltaic projects and other less significant activities. None of these operations meets any of the quantitative thresholds for determining reportable segments in 2016 or 2015.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit after income tax, as included in the internal management reports that are reviewed by the Group's chief operating decision maker. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

7. Operating segments (continued)

Information about reportable segments

Operating segments for the period from 1 January 2016 to 31 December 2016

<i>in Thousand EUR</i>	Energy Solutions	Production of electricity	Operations, maintenance and PVPP supervision	FVE Investments	Other	Total for segments	Elimination	Consolidated financial information
External revenues from the sale of products, goods and services	774	10,869	1,445	0	0	13,089	0	13,089
Revenues within segments from the sale of products, goods and services	388	0	1,286	0	3,227	4,901	-4,901	0
Cost of sale	-656	-928	-885	0	-11	-2,480	891	-1,589
Energy tax	0	-777	0	0	0	-777	0	-777
Gross profit	506	9,164	1,847	0	3,216	14,733	-4,010	10,723
Other external income	68	162	49	0	96	374	0	374
Administrative and other expenses	-1,215	-399	-2,241	0	-4,700	-8,556	4,010	-4,546
Depreciation	0	-5,205	-26	0	-33	-5,265	0	-5,265
Operating income	-642	3,722	-372	0	-1,421	1,286	0	1,286
Interest income	31	215	23	0	3,091	3,359	-3,317	42
Interest expenses	-51	-4,887	-88	0	-1,400	-6,426	3,317	-3,109
Other financial revenues	19	1	25	0	79	125	0	125
Other financial expenses	-13	-14	-11	0	-18	-55	0	-55
Revaluation of derivatives	0	-345	0	0	0	-345	0	-345
Profit/loss share in entities in equivalency	0	0	0	59	0	59	0	59
Income tax	0	-383	0	0	-149	-532	0	-532
Profit/loss after taxation from continuing operations	0	-121	0	0	0	-121	0	-121
Profit/loss from discontinued operations	0	0	-11	0	0	-11	0	-11
Profit/loss for the year	-656	-1,812	-434	59	182	-2,660	0	-2,660
Revaluation of property, plant and equipment	0	0	0	602	0	602	0	602
Foreign currency translation diff. - foreign operations	0	0	0	-164	0	-164	0	-164
Share of revaluation of PPE of associates /joint venture	0	0	0	0	0	0	0	0
Share of currency translation diff. Of associates / JV	0	0	0	0	0	0	0	0
Derivatives (hedging)	0	0	0	215	0	215	0	215
Total comprehensive income	-656	-1,812	-434	712	182	-2,007	0	-2,007

<i>in Thousand EUR</i>	Energy Solutions	Production of electricity	Operations, maintenance and PVPP supervision	FVE Investments	Other	Total for segments	Elimination	Consolidated financial information
Assets, of which	2,603	85,637	3,536	1,593	15,284	108,645	-21,520	87,125
PPE – Lands	0	2,860	0	0	0	2,860	0	2,860
PPE – Photovoltaic power plants	0	70,741	0	0	0	70,741	0	70,741
PPE - Equipment	96	0	219	0	60	376	0	376
PPE – Assets in progress	0	0	0	0	0	0	0	0
Intangibles	0	0	0	0	0	0	0	0
Trade and other receivables	2,225	6,892	2,969	0	13,520	25,605	-21,520	4,085
Loans	0	0	0	0	0	0	0	0
Gross amount due from customers for contract work	0	0	0	0	0	0	0	0
Inventories – Goods	274	531	317	0	0	1,122	0	1,122
Investments in associates, JV, other	0	0	0	1,593	8	1,593	0	1,593
Deferred tax receivables	0	0	0	0	0	0	0	0
Long term receivables	0	0	0	0	0	0	0	0
Prepaid expenses	8	28	31	0	322	389	0	389
Assets held for sale	0	0	0	0	0	0	0	0
Cash and cash equivalents	0	4,586	0	0	833	5,420	0	5,420
Other S-T financial assets	0	0	0	0	541	541	0	541
Liabilities, of which	-4,475	-53,041	-6,992	0	-19,948	-84,457	21,513	-62,945
Trade and other payables	-4,475	-5,480	-6,845	0	-8,225	-25,025	21,513	-3,513
Bank Loans and other loans	0	-41,147	0	0	-538	-41,685	0	-41,685
Other long term liabilities	0	-302	-148	0	-10,960	-11,410	0	-11,410
Other short term liabilities	0	0	0	0	0	0	0	0
Current tax liabilities (income tax)	0	-305	0	0	0	-305	0	-305
Provisions	0	0	0	0	-225	-225	0	-225
Deferred tax liabilities	0	-5,806	0	0	0	-5,806	0	-5,806

Operating segments for the period from 1 January 2015 to 31 December 2015

<i>in Thousand EUR</i>	Energy Solutions	Production of electricity	Operations, maintenance and PVPP supervision	FVE Investments	Other	Total for segments	Elimination	Consolidated financial information
External revenues from the sale of products, goods and services	1,793	10,600	782	0	147	13,321	0	13,321
Revenues within segments from the sale of products, goods and services	481	48	1,167	0	3,357	5,052	-5,052	0
Cost of sale	-1,507	-578	-790	0	-274	-3,150	705	-2,444
Energy tax	0	-743	0	0	0	-743	0	-743
Gross profit	767	9,326	1,159	0	3,229	14,481	-4,347	10,134
Other external income	0	0	0	0	0	0	0	0
Administrative and other expenses	-1,296	-500	-2,319	0	-4,218	-8,334	4,325	-4,009
Depreciation	0	-4,980	-19	0	-35	-5,033	0	-5,033
Operating income	-530	3,847	-1,180	0	-1,024	1,113	0	1,113
Interest income	19	134	36	0	280	470	-397	72
Interest expenses	-31	-2,388	-56	0	-1,126	-3,602	397	-3,204
Other financial revenues	0	0	0	0	903	903	0	903
Other financial expenses	-16	-13	-12	0	-91	-132	0	-132
Revaluation of derivatives	0	220	0	0	0	220	20	240
Profit/loss share in entities in equivalency	0	0	0	91	0	91	0	91
Income tax	0	-589	0	0	0	-589	0	-589
Profit/loss after taxation from continuing operations	-559	1,210	-1,212	91	-1,057	-1,526	20	-1,507
Profit/loss from discontinued operations	0	181	-394	0	0	-213	0	-213
Profit/loss for the year	-559	1,391	-1,606	91	-1,057	-1,739	20	-1,720
Revaluation of property, plant and equipment	0	0	0	0	0	0	0	0
Foreign currency translation diff. - foreign operations	0	0	0	0	803	803	0	803
Share of revaluation of PPE associates /joint venture	0	0	0	0	0	0	0	0
Share of currency translation diff. Of associates / JV	0	0	0	0	0	0	0	0
Derivatives (hedging)	0	162	0	0	0	162	0	162
Total comprehensive income	-559	1,552	-561	91	-1,279	-775	20	-755

<i>in Thousand EUR</i>	Energy Solutions	Production of electricity	Operations, maintenance and PVPP supervision	FVE Investments	Other	Total for segments	Elimination	Consolidated financial information
Assets, of which	1,524	87,740	1,860	2,195	11,027	104,346	-14,394	89,953
PPE – Lands	0	2,859	0	0	0	2,859	0	2,859
PPE – Photovoltaic power plants	0	73,818	0	0	0	73,818	0	73,818
PPE - Equipment	1	0	51	0	88	140	0	140
PPE – Assets in progress	0	7	3	0	0	9	0	9
Intangibles	0	0	0	0	0	0	0	0
Trade and other receivables	1,328	5,165	1,527	0	10,341	18,362	14,381	3,981
Loans	0	0	0	0	0	0	0	0
Gross amount due from customers for contract work	0	0	0	0	0	0	0	0
Inventories – Goods	172	532	189	0	31	924	0	924
Investments in associates, JV, other	0	0	1	2,195	0	2,196	0	2,196
Deferred tax receivables	0	0	0	0	0	0	0	0
Long term receivables	0	0	0	0	0	0	0	0
Prepaid expenses	8	160	29	0	504	701	13	688
Assets held for sale	0	0	39	0	0	39	0	39
Cash and cash equivalents	15	5,199	21	0	63	5,297	0	5,297
Liabilities, of which	-2,827	-51,556	-4,737	0	-16,685	-75,805	14,392	-61,413
Trade and other payables	-2,815	-3,424	-4,565	0	-7,744	-18,549	14,392	-4,157
Bank Loans and other loans	0	-42,068	0	0	-808	-42,875	0	-42,875
Other long term liabilities	0	0	-94	0	-8,060	-8,154	0	-8,154
Other short term liabilities	0	0	0	0	0	0	0	0
Current tax liabilities (income tax)	-13	-583	-78	0	-73	-747	0	-747
Provisions	0	0	0	0	0	0	0	0
Deferred tax liabilities	0	-5,481	0	0	0	-5,481	0	-5,481

7. Operating segments (continued)

All the operational segments are managed on an international basis (not on a country level). In 2016 the Group operated in the Czech Republic, Slovak Republic, Germany, Australia, Switzerland and the Netherlands with headquarters in the Netherlands.

In 2016, revenues were generated in all above mentioned markets, except of the Netherlands and Germany. Non-current assets (power plants) are located in the Czech Republic, Slovak Republic and Australia.

For the booking of transactions between the segments, the same rules for the recognition are applied as for the third parties.

In 2016, revenues increased mainly in Electricity production and Operations & maintenance segments. The increase in electricity production has been caused mainly by the acquisition of the full share in Fotonika s.r.o. and in the Operations & maintenance segment by acquisition of new clients in the amount of approx. 40 MWp.

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

<i>In thousand of EUR</i>	2016	2015
The Czech Republic	9,548	9,352
The Slovak Republic	3,120	2,799
Australia	419	862
Germany	0	239
Italy	0	59
Switzerland	2	10
Consolidated revenues	13,089	13,321

Non-current assets ⁽ⁱ⁾

<i>In thousand of EUR</i>	2016	2015
The Czech Republic	55,102	59,201
The Slovak Republic	18,863	17,604
Australia	12	22
Total	73,977	76,827

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

Major customer

The Group has many customers. For the companies selling electricity, there is usually only one distribution company, which buys produced electricity. These local electricity distributors further deliver and resell electricity to final customers. Distribu-

tors are obliged to purchase all of the electricity production for the price based on Feed in Tariff prices and can be also exchanged for different distributor operating on the market. The Group as such is not dependent on any individual customer.

8. Current assets held for sale

Assets classified as held for sale

As of 31 December 2016, Company does not classify any assets as held for sale.

As of 31 December 2015, Photon Energy Operations GmbH was classified as held for sale. The carrying amounts of assets, liabilities and profit & loss are summarized below:

<i>In thousand of EUR</i>	2015
Assets	61
Liabilities	-49
Total	12

<i>In thousand of EUR</i>	2015
Revenues	131
Administrative expenses	-134
Personnel expenses	-389
Depreciation	-3
Total	-395

9. Acquisitions of subsidiary and non-controlling interests; financial information for the joint ventures and associates

9.1 Establishment of new subsidiaries

During 2016, Photon Energy N.V. (directly or via its subsidiaries) incorporated the following subsidiaries:

- ▶ Photon Energy Projects s.r.o.
- ▶ Photon Energy Solutions s.r.o.
- ▶ Photon Energy Cardio s.r.o.
- ▶ The Special One s.r.o.
- ▶ Charles Bridge Services s.r.o.
- ▶ Photon Energy AUS SPV 4 Pty. Ltd.
- ▶ Photon Energy AUS SPV 3 Pty. Ltd.
- ▶ Photon Energy HU SPV 1 Kft. b.a.

During 2015, Photon Energy N.V. (directly or via its subsidiaries) did not incorporate any new subsidiary.

9.2 Acquisitions of subsidiaries

During 2016, Photon Energy N.V. (directly or via its subsidiaries) acquired the following entities:

- ▶ Photon Water Technology s.r.o.
- ▶ Photon Water s.r.o.

The Company also acquired 100% full share in the originally joint ventures entities:

- ▶ ATS Energy s.r.o.
- ▶ Fotonika s.r.o.

The total consideration paid for the acquiring of the remaining 30% share in ATS Energy s.r.o. (September 2016) and 40% share in Fotonika s.r.o. (June 2016) equaled to EUR 438 thousand. While ATS Energy s.r.o. was already consolidated by full method, Fotonika s.r.o. was originally consolidated by equity method that has been changed for full method since the acquisition.

During 2015, Photon Energy N.V. (directly or via its subsidiaries) did not acquire any new subsidiary.

Other developments in 2016

During 2016, Photon Energy N.V. liquidated Photon Energy Investments CZ N.V., Photon Energy Investments DE N.V. and European Solar Holdings. Photon Energy Operations DE GmbH was sold in January 2016.

Other developments in 2015

During 2015, Photon Energy N.V. did not merge any of its subsidiaries. Photon Energy Technology B.V. was liquidated as of 1 December 2015.

9.3 Financial information for the joint ventures and associates

Joint ventures and associates

Investments in equity-accounted investees amounting to EUR 2,160 thousand (2015: EUR 2,195 thousand) represent the nominal share in the joint ventures and associates owned by the Group.

2016:

<i>In thousand of EUR</i>	Photon SK SPV 1	Solarpark Myjava	Solarpark Polianka	Total
Definition	joint venture	joint venture	joint venture	
Share	50%	50%	50%	
Share on equity	-572	-367	-646	-1,585
Share of profit	20	28	11	59
Other comprehensive income	-54	-52	-58	-164
Total comprehensive income	-34	-23	-47	-104
Cash and cash equivalents	206	237	210	653
Current assets	228	263	242	733
Long-term assets	2,741	2,323	2,991	8,055
Current liabilities	-430	-316	-411	-1,157
Long-term liabilities	-1,414	-1,541	-1,547	-4,501
Expenses	332	358	343	1,032
Revenues	-372	-414	-365	-1,151

2015:

<i>In thousand of EUR</i>	Photon SK SPV 1	Solarpark Myjava	Solarpark Polianka	Fotonika	Total
Definition	joint venture	joint venture	joint venture	joint venture	
Share	50%	50%	50%	60%	
Share on equity	-586	-366	-669	-575	-2,195
Share of profit	23	13	-1	35	70
Other comprehensive income	-211	-12	26	-286	-483
Total comprehensive income	-188	0	25	-251	-413
Cash and cash equivalents	243	256	243	338	1,081
Current assets	268	283	270	347	1,168
Long-term assets	2,904	2,489	3,161	2,944	11,498
Current liabilities	-449	-318	-395	-441	-1,603
Long-term liabilities	-1,571	-1,730	-1,719	-1,916	-6,936
Expenses	346	380	352	397	1,475
Revenues	-387	-427	-376	-455	-1,646

All of the entities included in the above table are accounted for using the equity method of consolidation as at 31. December 2016 and have been accounted using the equity method also in the financial year 2015.

The joint ventures can distribute profit only after agreement of the financing bank and the approval of the co-owner of the entity (via the general meeting).

Disposals in 2016

- 1) Photon Energy Operations DE GmbH

<i>In thousand of EUR</i>	Photon Energy Operations DE GmbH	Total
Cash&cash held	41	41
Net assets	14	14
Local cost of FI	14	14
Sales price	25	25
Loss/profit from the sale	-14	-14
Total consideration received in cash	25	25

Disposals in 2015

- 1) Photon Energy Polska Sp z.o.o.
- 2) Photon DE SPV 3 GmbH
- 3) Photon IT SPV1 s.r.l.
- 4) Photon IT SPV2 s.r.l.

<i>In thousand of EUR</i>	Photon IT SPV1 s.r.l.	Photon IT SPV2 s.r.l.	Photon DE SPV 3 GmbH	Photon Energy Polska Sp z.o.o.	Total
Cash&cash held	4	2	10	0	16
Net assets	-8	-32	6	-12	-46
Local cost of FI	114	-124	72	1	63
Sales price	42	66	55	1	164
Loss/profit from the sale	148	-90	133	-10	181
Total consideration received in cash	312	1772	56	1	2,141

10. Revenue

<i>In thousand of EUR</i>	2016	2015
Sales of goods	559	880
Rendering of services	1,661	1,841
Sale of electricity	10,869	10,600
	13,089	13,321

The decrease in revenues is a result of lower revenues in the segment of energy solutions comparing to the prior year, compensated by higher revenues in the segment of production of electricity and operations & maintenance.

11. Cost of sales

Main expenses' classes represent material consumed, cost of goods sold, 3rd party services received, depreciation and other expenses, such as travelling or representation costs.

<i>In thousand of EUR</i>	2016	2015
Material consumed	-30	-87
Goods (invertors, etc)	-809	-1,507
Services (3 rd party services received)	-510	-486
Other (representation, travelling, NBV of assets sold, etc)	-240	-224
Change of allowances for receivables/reserves	0	-140
	-1,589	-2,444

Cost of sales consists mainly of material and goods necessary for construction of photovoltaic power plants and related services. Its increase is caused mainly by higher consumption of material,

goods and subcontracted services for the project realized during 2016.

11.1 Tax levy

<i>In thousand of EUR</i>	2016	2015
10%/26% tax levy	-777	-743
	-777	-743

For detailed information about the tax levy refer to Note 6.2.

12. Other income

<i>In thousand of EUR</i>	2016	2015
Other income	374	0
	374	0

Other income included revenues from write-off of payables (EUR 176 thousands), recovery from insurance companies (EUR 56 thousands) and income from providing of recycling spot by SPVs.

13. Other expenses

Other expenses comprise of other taxes, penalties and other minor expenses.

<i>In thousand of EUR</i>	2016	2015
Other taxes and fees	-7	-1
Penalties and fines	-225	-
Receivables write-off	-121	-194
Other expenses	-263	-42
	-616	-237

Other expense includes mainly insurance and costs related to maintenance of the recycling spots.

14. Administrative and personnel expenses

<i>In thousand of EUR</i>	2016	2015
Wages and salaries	-2,020	-1,921
Social and health insurance *	-221	-191
Fuel consumption	-	-
Consulting, legal and other administrative services	-1,690	-1,639
	-3,931	-3,751

*Pension costs are integral part of social security expenses

As of 31 December 2016 the Group employs 62 employees. 4 are employed in Slovakia by Slovak entities; 6 in Australia; 2 in Romania and 2 in the Netherlands. The remaining employees are employed in the Czech Republic.

As of 31 December 2015 the Group employs 59 employees. 4 are employed in Slovakia by Slovak entities; 3 in Germany, 5 in

Australia and 2 in the Netherlands. The remaining employees are employed in the Czech Republic.

Rental expenses of the Group amount to EUR 72 thousand annually. The Company is not involved in long-term rental lease contracts.

15. Finance income and finance costs

<i>In thousand of EUR</i>	2016	2015
Interest income on loans and receivables	42	72
Finance income	125	-
Release of allowances	-	903
Profit from revaluation of derivatives	-	240
Finance income	167	1,215
Interest expense on loans and receivables	-3,109	-3,204
Net bank account fees	-55	-76
Fx Losses	-	-56
Loss from revaluation of derivatives	-345	-
VAT related interest costs	-	-
Finance costs	-3,509	-3,336
Net finance income / costs	-3,342	-2,121

16. Income tax expense

16.1 Income tax recognized in profit or loss

<i>In thousand of EUR</i>	2016	2015
Current tax expense		
Current year	-532	-542
	-532	-542
Deferred tax expense		
Temporary differences (margin on PPV)	-121	-47
Total tax expense	-121	-47

16.2 Income tax recognized in other comprehensive income

<i>In thousand of EUR</i>	For the year ended 31 December 2016			For the year ended 31 December 2015		
	Before tax	Tax expense	Net of tax	Before tax	Tax expense	Net of tax
Revaluation of property, plant and equipment	-	-	-	-	-	-
Total deferred tax for the revaluation		-			-	

Deferred tax related to the release of revaluation of EUR 384 thousand is recorded in Profit and Loss.

16.3 Reconciliation of effective tax rate

<i>In thousand of EUR</i>	%	2016
Loss before income tax		-2,014
Tax using the Company's domestic tax rate	25%	-504
Effect of tax rates difference in foreign jurisdictions	-6%	121
Non-deductible expenses		
Interest expenses	0%	0
other	5%	-109
Recognition of tax effect previously unrecognized tax losses	11%	-222
Current year losses for which no deferred tax asset was recognized	-3%	61
Total tax expenses		-653

<i>In thousand of EUR</i>	%	2015
Loss before income tax		-1,131
Tax using the Company's domestic tax rate	25%	-283
Effect of tax rates difference in foreign jurisdictions	-6%	68
Non-deductible expenses		
Interest expenses	0%	0
other	25%	-280
Recognition of tax effect previously unrecognized tax losses	11%	-130
Current year losses for which no deferred tax asset was recognized	-3%	35
Total tax expenses		-589

17. Property, plant and equipment

<i>In thousand of EUR</i>	Land	Photovoltaic power plant	Other equipment	In progress	Total
Carrying amounts					
At 31 December 2015	2,859	73,749	209	9	76,827
At 31 December 2016	2,860	70,741	376	0	73,977
Gross revalued amount					
Balance at 1 January 2015	2,853	96,327	576	5	99,762
Other Additions	0	0	50	4	54
Transfer from assets in progress	0	0	0	0	0
Disposals	0	-1,800	0	0	-1,800
Revaluation increase	0	0	0	0	0
Effect of movements in exchange rates	6	2,053	0	0	2,059
Balance at 31 December 2015	2,859	96,580	626	9	100,075
Balance at 1 January 2016	2,859	96,580	626	9	100,075
Other Additions	0	2,467	214	0	2,681
Transfer from assets in progress	0	0	9	-9	0
Disposals	0	0	0	0	0
Revaluation increase	0	0	0	0	0
Effect of movements in exchange rates	1	-269	0	0	-269
Balance at 31 December 2016	2,860	98,778	849	0	102,487
Depreciation and impairment losses					
Balance at 1 January 2015	0	17,848	364	0	18,212
Depreciation for the year	0	4,983	50	0	5,033
Impairment loss	0	0	0	0	0
Effect of movements in exchange rates	0	0	0	0	0
Balance at 31 December 2015	0	22,831	414	0	23,245
Balance at 1 January 2016	0	22,831	414	0	23,245
Depreciation for the year	0	5,206	59	0	5,265
Impairment loss	0	0	0	0	0
Effect of movements in exchange rates	0	0	0	0	0
Balance at 31 December 2016	0	28,037	473	0	28,510
Carrying amounts					
At 31 December 2015	2,859	73,749	209	9	76,827
At 31 December 2016	2,860	70,741	376	0	73,977

17. Property, plant and equipment (continued)

Revaluation details by power plants

<i>In thousand of EUR</i>		Net book value at costs as at 31 December 2016	Net book value at FV as at 31 December 2016	Net book value at costs as at 31 December 2015	Net book value at FV as at 31 December 2015
Photovoltaic power plants	kWp				
Breclav - ZS	137	577	957	627	1,048
Cukrovar Slavkov	1,159	1,342	4,291	1,473	4,693
Dolni Dvoriste	1,64	1,375	6,079	1,522	6,549
Komorovice	2,354	1,442	8,296	1,606	8,901
Mostkovice Mostkovice plocha	1,135	3,000	3,677	3,251	4,052
Prerov Radvanice	2,305	2,093	8,417	2,309	9,206
Svatoslav pozemek	1,231	3,747	4,506	4,063	4,931
Zdice I	1,498	3,454	5,443	3,750	5,807
Zdice II	1,498	2,048	5,483	2,240	5,990
Zvikov	2,031	1,961	7,590	2,158	8,162
Mokr� L�ka II	990	1,349	2,455	1,452	2,629
Mokr� L�ka III	990	1,656	2,449	1,780	2,623
Jovice V	990	1,677	2,377	1,801	2,404
Jovice VI	990	1,514	2,367	1,628	2,393
Babina II	999	1,363	2,512	1,471	2,690
Babina III	999	2,238	2,505	2,397	2,683
Blatn�	700	2,295	1,731	2,452	1,848
Prsa I	999	1,992	2,467	-	-
		35,123	73,602	35,980	76,608

In 2016, in the Consolidated statement of comprehensive income the revaluation of property plant and equipment of EUR 602 thousand coming from the acquisition of the full share in the Fotonika s.r.o. that was originally accounted and presented by equity method, not full consolidation method.

In 2016 the Group did not capitalize into assets any borrowing costs (2015: EUR 0 thousand).

The Group has purchased several intangible assets, however these cannot be classified as intangibles. These assets that include mainly rights to build the power plant, or rights to use land for power plant building are classified as property plant and equipment. They are represented as an inseparable part of photovoltaic power plants. The total amount of these rights amounted to EUR 1,375 (2015: EUR 1,375).

Security

At 31 December 2016 properties with a carrying amount of EUR 73,602 thousand (2015: EUR 76,608 thousand) are subject to a registered debenture to secure bank loans (see note 25); including as at 31 December 2016:

- Property, plant and equipment – Lands in an amount of EUR 2,291 thousand pledged to RL and EUR 569 thousand pledged to UniCredit Bank Czech Republic and Slovakia a.s.
- Property, plant and equipment – Photovoltaic power plants in an amount of EUR 52,449 thousand pledged to RL
- Property, plant and equipment – Photovoltaic power plants in an amount of EUR 18,294 thousand pledged to UniCredit Bank Czech Republic and Slovakia a.s.

Property, plant and equipment under construction

Property, plant and equipment equaled to the amount of EUR 0 thousand (2015: EUR 9 thousand).

Sale of property, plant and equipment

In 2016, proceeds from sales of property, plant and equipment amounted to EUR 0 thousand (2015: EUR 0 thousand).

18. Other investments

<i>In thousand of EUR</i>	2016	2015
Non-current investments		
Other investments measured at cost ⁽¹⁾	8	1
	8	1

Notes: (1) The equity investments represent shares in IPVIC GBR.

19. Deferred tax assets and liabilities

Recognized deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

2016:

<i>In thousand of EUR</i>	Assets			Liabilities			Net		
	2016	y-y change	2015	2016	y-y change	2015	2016	y-y change	2015
Property, plant and equipment	1,933	0	4,457	-7,739	2,672	-10,411	-6,279	-325	-5,954
Inventories (allowance)	0	0	0	0	0	0	0	0	0
Construction contracts	0	0	0	0	0	0	0	0	0
Receivables (allowances)	0	0	0	0	0	0	0	0	0
Employee benefits	0	0	0	0	0	0	0	0	0
Tax loss carry-forwards	473	0	473	0	0	0	473	0	473
Tax assets (liabilities)	2,406	0	4,930	-7,739	2,672	-10,411	-5,806	-325	-5,481
Net tax assets (liabilities)	2,406	0	4,930	-7,739	2,672	-10,411	-5,806	-325	-5,481

2015:

<i>In thousand of EUR</i>	Assets			Liabilities			Net		
	2015	y-y change	2014	2015	y-y change	2014	2015	y-y change	2014
Property, plant and equipment	4,457	0	4,457	-10,411	-420	-9,991	-5,954	-1,694	-5,534
Inventories (allowance)	0	0	0	0	0	0	0	0	0
Construction contracts	0	0	0	0	0	0	0	0	0
Receivables (allowances)	0	0	0	0	0	0	0	0	0
Employee benefits	0	0	0	0	0	0	0	0	0
Tax loss carry-forwards	473	0	473	0	0	0	473	0	473
Tax assets (liabilities)	4,930	0	4,930	-10,411	-420	-9,991	-5,481	-1,694	-5,061
Net tax assets (liabilities)	4,930	0	4,930	-10,411	-420	-9,991	-5,481	-1,694	-5,061

19. Deferred tax assets and liabilities (continued)

Movement in temporary differences during the year

<i>In thousand of EUR</i>	Balance as at 31 December 2014	Recognized in profit or loss	Recognized in OCI of which Fx translation	Recognized in OCI of which DT from revaluation	Balance as at 31 December 2015	Recognized in profit or loss	Recognized in OCI of which Fx translation	Recognized in OCI of which DT from revaluation	Balance as at 31 December 2016
Property plant and equipment	-5,534	12	-432	0	-5,954	-121	-204	0	-6,279
Inventories	0	0	0	0	0	0	0	0	0
Construction contracts	0	0	0	0	0	0	0	0	0
Receivables	0	0	0	0	0	0	0	0	0
Employee benefits	0	0	0	0	0	0	0	0	0
Tax loss carry-forwards	473	0	0	0	473	0	0	0	473
Total	-5,061	12	-432	0	-5,481	-121	-204	0	-5,806

20. Inventories

<i>In thousand of EUR</i>	2016	2015
Goods	1,122	924
Gross amount due from customers	-	-
	1,122	924

Goods consist mainly of photovoltaic panels, invertors and other system components.

The cost of inventories recognized as an expense in cost of sales during the year in respect of continuing operations amounted to EUR 1,589 thousand (31 December 2015: EUR 1,507 thousand).

21. Trade and other receivables

Trade receivables

<i>in thousand of EUR</i>	Note	2016	2015
Trade receivables	28.2	1,123	917
Allowance for doubtful debts	28.2	0	0
		1,123	917

The average credit period on sales of goods and services is 31 days. No interest is charged. The Group recognizes an allowance for doubtful debts according to individual assessment. If the receivables are individually not significant the Company recognizes a potential allowance for doubtful debts based on the collective assessment. However Company usually does not

create allowances as the receivables are usually overdue 1-2 months.

During 2016 receivables in the total amount of EUR 121 thousand were written-off (2015: EUR 194 thousand were written-off).

Other receivables

<i>in thousand of EUR</i>	Note	2016	2015
Paid advances		499	387
Loans to directors	29.1	163	103
Loans to associates / joint ventures	29.1	0	0
Other receivables		1,488	1,922
Shareholders' loans		812	630
		2,962	3,042

Prepaid expenses amounted to EUR 388 thousand in 2016 (2015: EUR 688 thousand) and include mainly bond-related costs (EUR 211 thousand). Other receivables includes mainly a VAT receivable (EUR 78 thousand); advances paid (EUR 499 thousand); deferred revenue (EUR 270 thousand); loans provided to the shareholders (EUR 812 thousand).

Advances paid represent advances paid to suppliers mainly for services provided or technology delivered.

22. Cash and cash equivalents

For the purposes of the consolidated statement of cash flows, cash and cash equivalents include cash on hand and at banks. Cash and cash equivalents at the end of the reporting period as

shown in the consolidated statement of cash flows can be reconciled to the related items in the consolidated statement of financial position as follows:

<i>In thousand of EUR</i>	2016	2015
Bank balances	5,420	5,297
Cash on hand	0	0
Cash and cash equivalents	5,420	5,297

Cash held by the SPVs under legal ownership of the RL is restricted only for certain transactions e.g. loan and related interest provided to those SPV's by Photon Energy N.V. is subordinated to the loan from RL and will be paid only after the

repayment of the RL loan. Total amount of the cash owned by these SPVs is EUR 2,991 thousand at 31 December 2016 (2015: EUR 4,103 thousand).

23. Capital and reserves

During 2016 and 2015, any specific transactions were performed within the capital structure of the Group.

Share capital and share premium

Ordinary shares

<i>In shares</i>	2016
On issue at 1 January 2016	60,000,000
On issue at 31 December – fully paid	60,000,000

The Company's share capital is EUR 600,000 divided into 60,000,000 shares with a nominal value of EUR 0.01 each. The share capital is fully paid-up.

Ordinary shares

All shares rank equally with regard to the Company's residual assets.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at the shareholders' meetings of the Company.

As of 31 December 2016 the shareholder structure was as follows.

Shareholder	No. of shares	% of capital	No. of votes at the Shareholders Meeting	% of votes at the Shareholders Meeting
Solar Age Investments B.V.	26,463,974	44.11%	26,463,974	51.92%
Solar Future Cooperatief U.A.	8,590,683	14.32%	8,590,683	16.85%
Solar Power to the People Cooperatief U.A.	8,051,919	13.42%	8,051,919	15.80%
Photon Energy N.V.	9,028,251	15.05%	0	0.00%
Free float	7,865,173	13.11%	7,865,173	15.43%
Total	60,000,000	100,00%	50,971,749	100,00%

As of 31 December 2015 the shareholder structure was as follows.

Shareholder	No. of shares	% of capital	No. of votes at the Shareholders Meeting	% of votes at the Shareholders Meeting
Solar Age Investments B.V.	28,263,974	47,11%	28,263,974	55,69%
Solar Future Cooperatief U.A.	8,590,683	14,32%	8,590,683	16,93%
Solar Power to the People Cooperatief U.A.	8,051,919	13,42%	8,051,919	15,86%
Photon Energy N.V.	9,244,794	15,41%	0	0,00%
Free float	5,848,630	9,75%	5,848,630	11,52%
Total	60,000,000	100,00%	50,755,206	100,00%

Reserves

The reserves relate to the legal reserve; the revaluation of property, plant and equipment - photovoltaic power plants the hedging reserve and the currency translation reserve. Refer below.

<i>In thousand of EUR</i>	2016	2015
Legal reserve	13	10
Revaluation reserve	24,410	25,415
Foreign currency translation reserve	-1,139	-975
Hedging derivatives	-205	-420
	23,066	24,030

Legal reserve

The legal reserve is a reserve required by the Czech commercial law and Slovak commercial law. It has been created from the prior years' profit of the Czech and Slovak entities based on the approval of the general meeting.

The legal reserve amounts to EUR 13 thousand at 31 December 2016 (2015: EUR 10 thousand).

Revaluation reserve

<i>In thousand of EUR</i>	2016	2015
Balance at beginning of year	25,415	27,704
Increase arising on revaluation of properties net of deferred tax	0	0
Share on revaluation of PPE of associates JV	0	0
Share of non-controlling interest	0	0
Increase arising on acquisition of properties-associates JV	602	0
Share on non-controlling interest	0	0
Impairment losses	0	0
Reversals of impairment losses	0	0
Move from revaluation reserve to retained earnings	-1,607	-2,289
NCI release	0	0
Balance at end of year	24,410	25,415

The revaluation reserve arises on the revaluation of photovoltaic power plants. The revaluation reserve is being released to the retained earnings during the duration of Feed-in-Tariff-currently 20 years. The amount equal to the amount of depreciation coming from revaluation released in 2016 is equal to EUR 1,607 thousand (2015: EUR 2,289 thousand). There was no revaluation performed in 2016. The revaluation for the year 2014 amounts to EUR 6,013 thousand net of tax. See note [16](#) and [17](#).

For NCI release description, refer to statement of changes in equity.

The revaluation reserve as such cannot be distributed only the amounts released to retained earnings can be distributed to the shareholder.

Foreign currency translation reserve

<i>In thousand of EUR</i>	2016	2015
Balance at beginning of year	-975	-1,778
Foreign currency translation differences for foreign operations	-164	803
Balance at end of year	-1,139	-975

The foreign currency translation reserve comprises all foreign currency differences arising from the translation of the financial statements of operations using different currency from Euro. It relates to Czech Republic, Switzerland and Australia.

Derivatives hedging reserve

<i>In thousand of EUR</i>	2016	2015
Balance at beginning of year	-420	-582
Derivatives	215	162
Share on non-controlling interest	0	0
Share on derivatives joint ventures	0	0
Share on non-controlling interest	0	0
Release of non-controlling interest	0	0
Balance at end of year	-205	-420

Dividends

There were no dividends declared and paid by the Company in 2016 and 2015.

24. Earnings per share

<i>In EUR</i>	2016	2015
Basic earnings per share	-0.052	-0.034
Diluted earnings per share	-0.044	-0.029
Total comprehensive income per share	-0.034	-0.015

Basic earnings per share

The calculation of basic earnings per share at 31 December 2016 was based on the loss attributable to ordinary shareholders of loss EUR 2,660 thousand (2015: loss EUR 1,720 thousand) and a weighted average number of ordinary shares outstanding of 50,982 thousand (2015: 50,067 thousand). The calculation of

diluted earnings per share as 31 December 2016 was based on on the loss attributable to ordinary shareholders of loss EUR 2,660 thousand (2015: loss EUR 1,720 thousand) and a weighted average number of total shares outstanding of 60,000 thousand.

Profit (loss) attributable to ordinary shareholders

<i>In thousand of EUR</i>	Profit (loss) attributable to ordinary shareholders	
	2016	2015
Profit (loss) for the year	-2,660	-1,725
Profit (loss) attributable to ordinary shareholders	-2,660	-1,720

Weighted average number of ordinary shares

There were any new shares issued in 2016. The number of shares at the year-end 2016, 2015 and 2014 was 60,000,000.

Share on profit of equity-accounted investees amounted to EUR 59 thousand (2015: EUR 5 thousand) because of acquisition of full share in ATS Energy s.r.o..

Basic and diluted total comprehensive income per share

The calculation of total comprehensive earnings per share (the calculation is the same for the diluted EPS) at 31 December 2016 and 2015 was based on the total comprehensive income (loss) attributable to ordinary shareholders of EUR -2,007 thousand (2015: EUR -755 thousand) and a weighted average number of ordinary shares outstanding of 60,000 thousand (2015: 60,000 thousand).

25. Loans and borrowings

This note provides information about the contractual terms of the Group's interest-bearing loans and borrowings, which are measured at amortised cost.

<i>In thousand of EUR</i>	2016	2015
Non-current liabilities		
Long-term secured bank loans	37,551	38,499
Long-term portion of other loans	269	538
Total	37,820	39,037
Current liabilities		
Current portion of long-term secured bank loans	3,597	3,569
Short-term secured bank loans	0	0
Current portion of other loans	269	269
Total	3,866	3,838
Total loans & borrowings	41,686	42,876

Terms and debt repayment schedule

Terms and conditions of outstanding loans were as follows:

<i>In thousand of EUR</i>	Currency	Nominal interest rate	Year of maturity	31.12.2016		31.12.2015	
				Credit limit	Credit limit	Credit limit	Carrying amount
Secured bank loan*	CZK	5.19%	5.1.2021	27,497	27,497	30,060	30,060
Secured bank loan	EUR	3M EURIBOR+2.7%	30.6.2024	6,202	6,202	4,971	4,971
Secured bank loan	EUR	3M EURIBOR+2.7%	31.12.2024	6,310	6,310	7,038	7,038
Other loan	EUR	3%	12.3.2018	568	568	808	808
Other loan	EUR	3%	31.12.2017	0	0	0	0
Total interest bearing liabilities				42,876	42,876	42,876	42,876

On 30 December 2015 a contract on refinancing of the Czech portfolio was concluded, the actual flow of money was performed in January 2016. The total amount of the increase in loan equaled to EUR 1,479 thousand.

All secured bank loans are secured by SPVs assets of power plants including real estate if any and technology receivables generated by power plants. In case of secured bank loans de-

nominated in CZK nearly all power plants are cross-collateralized.

Covenants

The project financing sets certain operational conditions to be met by each power plant with Debt Service Coverage Ratio (DSCR) typically above 1.20.

All power plants met the DSCR criteria as of 31 December 2016.

26. Trade and other payables

Trade payables

<i>In thousand of EUR</i>	2016	2015
Payables to suppliers	619	1,061
	619	1,061

Other payables

<i>In thousand of EUR</i>	2016	2015
Advances received	208	116
Accrued expenses	780	252
Deferred revenues	0	0
Payables to employees	100	474
Payables to health and social authorities	110	101
Derivatives	1,550	1,576
Other payables-loans	146	528
Other	0	0
	2,894	3,047

Accrued expenses include mainly not invoiced deliveries of goods (technology) and services provided. Other payables-loans represented loans provided by originally intercompany companies that were sold out of the group during 2012 and have been eliminated in the prior period. An interest charge of 3% was applied to the outstanding balances. These are not classified as

loans and borrowing as they have not been provided by financial institution or bank but former subsidiaries. At 31 December 2016 retentions held by customers for contract work amounted to EUR 0 thousand (31 December 2015: EUR 5 thousand). Advances received from customers for contract work amounted to EUR 208 thousand (31 December 2015: EUR 116 thousand).

27. Other long-term and short-term liabilities

27.1 Other long term liabilities

<i>In thousand of EUR</i>	2016	2015
VAT payables	0	0
Long term liability from income tax	0	0
Other long-term loans	0	0
Other long-term liabilities	478	94
Bond	10,932	8,060
	11,410	8,154

In February and March 2013 PEINV placed an 8% corporate bond in Germany, Austria, the Czech Republic, Slovakia and Poland. The bond is listed on the stock exchanges in Frankfurt, Munich, Berlin, Hamburg, Hannover and Vienna.

The bond coupon is paid quarterly and the bond is due in 5 years from issuance. Bond related costs in the amount of approximately EUR 850 thousand have been accrued for a period of 5 years and are regularly released in the P&L. The outstanding balance as of 31 December 2016 in the amount of EUR 211 thousand is included in Prepaid expenses.

In December 2016 the Company placed a 6% CZK corporate bond in the Czech Republic. The bond is listed on the Prague Stock Exchange. The bond coupon is paid monthly and the bond is due in 7 years from issuance. Other long-term liabilities include leasing liabilities and provision for liquidation of panels in the future.

27.2 Other short term liabilities

<i>In thousand of EUR</i>	2016	2015
VAT liability /provision	225	0
Other liabilities	0	0
	225	0

VAT provision in the amount of EUR 225 thousand represents an amount pre-agreed with the Financial authority in the Netherlands from the input VAT registered by the Photon Energy N.V.

and its Dutch subsidiaries within the years 2011 to 2016 and considered by the Authority as unjustified input VAT.

27.3 Current tax liability

Other liabilities in amount of EUR 305 thousand represent payable for other taxes. This liability relates mainly to the Czech SPVs and is result of their actual annual result.

28. Financial instruments

The major financial risks faced by the Company are those related to credit exposures, exchange change risk, interest rate risk and tax levy risk. These risks are managed in the following manner.

28.1 Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Group's ap-

proach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The following are the contractual maturities of financial liabilities including estimated interest payments and excluding the impact of netting agreements:

31 December 2016

<i>In thousand of EUR</i>	Carrying amount	Contractual cash flows	1 – 12 months	1 – 2 years	2 – 5 years	More than 5 years
Non-derivative financial liabilities						
Secured bank loans	41,147	47,607	4,639	4,502	14,639	23,827
Other loans	569	564	286	277	0	0
Trade payables	619	619	619	0	0	0
Bond	10,932	12,169	858	10,304	146	861
Other payables	3,034	3,034	3,034	0	0	0
Tax payables	383	383	383	0	0	0
	56,684	63,566	19,265	4,828	14,785	24,688

31 December 2015

<i>In thousand of EUR</i>	Carrying amount	Contractual cash flows	1 – 12 months	1 – 2 years	2 – 5 years	More than 5 years
Non-derivative financial liabilities						
Secured bank and other loans	42,068	48,850	4,560	4,415	13,770	26,104
Other loans	808	848	293	285	269	0
Trade payables	1,061	1,061	1,061	0	0	0
Bond	8,060	9,511	645	645	8,221	0
Other payables	2,728	2,728	2,728	0	0	0
Tax payables	747	747	747	0	0	0
	55,472	63,744	10,034	5,346	22,261	26,104

In 2016, other loans consisted of a loan provided by a non-bank financial institution therefore it is classified as other loan. The interest rate charged was 3%.

28. Financial instruments (continued)

28.1 Liquidity risk (continued)

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

Effective interest rates and re-pricing analysis

In respect of interest-bearing financial liabilities, the following tables indicate their effective interest rates at the reporting date

and the periods in which they re-price. The table includes only loans with variable interest rate and the balance is shown in a period within 6 months, as the interest rate is changed within this period.

For 2016, none of the bank loans have a variable interest rate (the Czech portfolio has a fixed interest rate and the Slovak portfolio interest rates are hedged), therefore the table below includes only those hedged (Slovak SPVs).

2016:

<i>In thousand of EUR</i>	Effective interest rate	Total	6 months or less	6–12 months	1–5 years	Fixed interest rate
Bank loans	2.82%	-12,512	-12,512	0	0	0
Total		-12,512	-12,512	0	0	0

2015:

<i>In thousand of EUR</i>	Effective interest rate	Total	6 months or less	6–12 months	1–5 years	Fixed interest rate
Bank loans	2.82%	-12,008	-12,008	0	0	0
Total		-12,008	-12,008	0	0	0

28.2 Credit risk

Exposure to credit risk

Credit risk is the risk of financial loss occurring as a result of default by a borrower or counterparty on their obligation to the Company.

The Company's exposure to credit risk is disclosed in the tables below that show the analysis of credit quality of financial assets:

Trade receivables

<i>In thousand of EUR</i>	2016	2015
Financial assets		
Not due yet	362	524
Overdue 180 days or less	604	323
Overdue over 180 days	156	70
Total	1,122	917
Out of which		
Overdue 180 days or less	0	0
Overdue over 180 days	0	0
Impairment loss to trade receivables overdue 360 days	0	0
Total overdue impaired	0	0
Total overdue not impaired	760	393
Total financial assets after impairment	1,111	917

<i>In thousand of EUR</i>	2016
Allowance for receivables as at 31. 12. 2015	0
Creation of allowance in 2015	0
Allowance for receivables as at 31. 12. 2016	0

The Group believes that the other unimpaired amounts that are past due by more than 30 days are still collectible based on historic payment behavior; business relationships or management judgment.

Based on historic default rates, the Group believes that, apart from the above, no impairment allowance is necessary in respect of trade receivables not past due or past due by up to 30 days.

28.3 Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. It is measured by the extent to which changes in market interest rates impact on net interest expense.

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments was:

<i>In thousand of EUR</i>	Carrying amount	
	2016	2015
Interest rate instruments		
Financial assets	0	0
Financial liabilities	-41,686	-42,876
	-41,686	-42,876

Financial liabilities comprise short-term and long-term bank loans (see note 25).

In respect of interest-bearing financial liabilities, the following table indicates their effective interest rates at the balance sheet date and also due date of loans based on the valid repayment schedules:

Interest bearing financial liabilities

31 December 2016

<i>In thousand of EUR</i>	Effective interest rate	Total	Less than 1 year	2–5 years	More than 5 years
Bank loans	4.53%	41,686	4,910	19,384	23,827
Total		41,686	4,910	19,384	23,827

31 December 2015

<i>In thousand of EUR</i>	Effective interest rate	Total	Less than 1 year	2–5 years	More than 5 years
Bank loans	4.57%	42,068	2,762	13,202	26,104
Total		42,068	2,762	13,202	26,104

Loans and borrowings with variable rate

Below analysis includes only loans with a variable interest rate.

interest rates are hedged) therefore the table below includes only those hedged (Slovak SPVs).

For 2016, any of the bank loans have a variable interest rate (the Czech portfolio has a fixed interest rate and the Slovak portfolio

2016:

<i>In thousand of EUR</i>	Effective interest rate	Total	6 months or less	6–12 months	1–5 years	Fixed interest rate
Bank loans	2.82%	-12,512	-12,512	0	0	0
Total		-12,008	-12,008	0	0	0

2015:

<i>In thousand of EUR</i>	Effective interest rate	Total	6 months or less	6–12 months	1–5 years	Fixed interest rate
Bank loans	2.82%	-12,008	-12,008	0	0	0
Total		-12,008	-12,008	0	0	0

Loans and borrowings with variable rate – Slovak portfolio

Slovak loans interest rate is hedged by the interest derivatives.

Total amount of derivatives reserve amounted to EUR 205 thousand as of 31 December 2016 (2015: EUR 420 thousand).

Loans and borrowings with variable rate

2016:

<i>In EUR thousand</i>	Carrying amount	Total	Contractual cash flow				
Derivatives financial liabilities			1 year	2 years	3 year	4 years	5 years
Interest rate swaps used for hedging	499	620	176	151	127	96	70

2015:

<i>In EUR thousand</i>	Carrying amount	Total	Contractual cash flow				
Derivatives financial liabilities			1 year	2 years	3 year	4 years	5 years
Interest rate swaps used for hedging	580	717	195	168	143	120	91

The effect on equity would be the same as the effect on profit or loss. In the calculation, the assumptions that current debt maturing in 2016 will be rolled over in that period.

Actual interest expenses related to bank loans and borrowings incurred by the Company in 2016 were EUR 3,109 thousand (2015: EUR 3,204 thousand) coming from the carrying value of loans drawn in the amount of EUR 41,686 thousand as at 31 December 2016 (2015: EUR 42,876 thousand).

An increase/decrease of interest rates by 1% at the reporting date would have decreased/increased the profit before tax by EUR 19 thousand as shown in the following table. This analysis assumes that all other variables remain constant.

31.12.2016	Effective interest rate	Total	Interest (calculated)	Effective interest rate	Interest (calculated)	Additional PL effect	Effective interest rate	Interest (calculated)	Additional PL effect
Bank loans with variable rate	4.62	41,686	1,926	4.67	1,945	-19	4.57	1,907	19
Total		41,686	1,926			-19			19

31.12.2015	Effective interest rate	Total	Interest (calculated)	Effective interest rate	Interest (calculated)	Additional PL effect	Effective interest rate	Interest (calculated)	Additional PL effect
Bank loans with variable rate	4.65	42,876	1,995	4.70	2,015	-20	4.61	1,975	20
Total		42,876	1,995			-20			20

28.4 Exchange rate risk

The Company's functional currency of its major subsidiaries is EUR and CZK. Foreign exchange risk is associated with sales and purchases of goods and services and loans received denominated in local currencies.

An increase/decrease of exchange rates by 10% at the reporting date would have decreased/increased the profit before tax by EUR 67 thousand (EUR 82 thousand respectively) as shown in the following table. This analysis assumes that all other variables remain constant.

2016

	31 December 2016	+ 10%	- 10%
exchange rate CZK/EUR	27.021	29.7231	24.3189

31.12.2016	Currency	in Currency	teur	Teur +10%	change	teur -10%	change
Trade receivables	tczk	43,038	1,593	1,448	-145	1,770	177
Total TCZK					-145		177

31.12.2016	Currency	in Currency	teur	Teur +10%	change	teur -10%	change
Trade payables, loans	tczk	-62,897	-2,328	-2,116	212	-2,586	-259
Total TCZK					212		-259

2015

	31 December 2015	+ 10%	- 10%
exchange rate CZK/EUR	27.025	29.728	24.322

31.12.2015	Currency	in Currency	teur	Teur +10%	change	teur -10%	change
Trade receivables	tczk	36,438	1,348	1,226	-123	1,498	150
Total TCZK					-123		150

31.12.2015	Currency	in Currency	teur	Teur +10%	change	teur -10%	change
Trade payables, loans	tczk	-49,826	-1,844	-1,676	168	-2,049	-205
Total TCZK					168		-205

28.5 Accounting classifications and fair values

Fair values vs. carrying amounts

The fair values of financial assets and liabilities together with the carrying amounts shown in the statement of financial position are as follows. For the other financial assets/financial liabilities, the fair value approximates the carrying amount.

31 December 2016

<i>In thousand of EUR</i>	Note	Fair value – hedging instruments	Loans and receivables	Other financial liabilities	Total carrying amount	Fair value
Cash and Cash equivalents	23	0	5,420	0	5,420	5,420
Loans and receivables	21	0	4,085	0	4,085	4,085
Secured bank loans	26	0	0	41,147	41,147	41,147
Other loans	26	0	0	538	538	538
Trade payables	27	0	0	619	619	619
Bond	27	0	10,932	0	10,932	10,932
Other payables	27	0	0	2,894	2,894	2,894
Tax payables	27	0	0	305	305	305
Interest rate derivatives	4.3.2	1,550	0	0	1,550	1,550

31 December 2015

<i>In thousand of EUR</i>	Note	Fair value – hedging instruments	Loans and receivables	Other financial liabilities	Total carrying amount	Fair value
Cash and Cash equivalents	23	0	5,297	0	5,297	5,297
Loans and receivables	21	0	3,981	0	3,981	3,981
Secured bank loans	26	0	0	42,068	42,068	42,068
Other loans	26	0	0	808	808	808
Trade payables	27	0	0	1,061	1,061	1,061
Bond	27	0	8,060	0	8,060	8,060
Other payables	27	0	0	1,152	1,152	1,152
Tax payables	27	0	0	747	747	747
Interest rate derivatives	4.3.2	1,576	0	0	1,576	1,576

The interest rates used to discount estimated cash flows, where applicable, are based on the government yield curve at the end of the reporting period plus an appropriate credit spread discount rate used equalled to 4.62% for 2016.

Fair value hierarchy

The table above analyses financial instruments carried at fair value by the levels in the fair value hierarchy. The different levels have been defined as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

31 December 2016

<i>In thousand of EUR</i>	Level 1	Level 2	Level 3	Total
Cash and Cash equivalents	0	5,420	0	5,420
Loans and receivables	0	3,981	0	3,981
Secured bank loans	0	41,147	0	41,147
Other loans	0	538	0	538
Trade payables	0	619	0	619
Bond	0	10,932	0	10,932
Other payables	0	2,984	0	2,984
Tax payables	0	305	0	305
Interest rate derivatives	0	499	0	499

31 December 2015

<i>In thousand of EUR</i>	Level 1	Level 2	Level 3	Total
Cash and Cash equivalents	0	5,297	0	5,297
Loans and receivables	0	3,981	0	3,981
Secured bank loans	0	42,068	0	42,068
Other loans	0	808	0	808
Trade payables	0	1,061	0	1,061
Bond	0	8,060	0	8,060
Other payables	0	1,152	0	1,152
Tax payables	0	747	0	747
Interest rate derivatives	0	580	0	580

All financial assets and financial liabilities (refer to Note 4.3.4) have been defined to Level 2.

Assumptions used for calculating revalued amounts of PPE (level 3) are as follows:

The DCF Equity valuation method is based on a Discounted Cash Flow method. It includes the future cash flows available to the shareholders/providers of equity of photovoltaic projects (i.e. after all debt repayments and interests) that are later discounted by respective discount rates. The risk profile is represented

by a discount rate (cost of equity levered). Due to existence of senior project finance the cost of equity calculated by CAPM formula is adjusted by Miller-Modigliani formula to achieve the most precise cost of equity levered for each project respecting its unique capital structure.

In the valuation model, a quarterly discount is applied. This is based on the fact that debt repayments are happening on a quarterly basis. This is effecting the overall change in financing structure and indirectly effecting cost of equity levered.

29. Related parties

Balances and transactions between the Company and its subsidiaries which are related parties of the Company have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below.

29.1 Parent and ultimate controlling party

The Company is jointly controlled by Mr. Michael Gartner (via Solar Future Coöperatief U.A. and Solar Age Investments B.V.)

and Mr. Georg Hotar (via Solar Power to the People Coöperatief U.A. and Solar Age Investments B.V.), who are the Company's directors.

The original lender (loans provided to the Directors) has been sold out of the Group in December 2012. However, the Group has provided the following loans to the above directors in compliance with the arm-length principle:

<i>In thousand of EUR</i>	2016	2015
Balance at beginning of year	103	81
Transferred due to the sale	0	0
Loan provided to Mr. Hotar	60	22
Unpaid interests (Mr. Hotar)	0	0
Loan provided to Mr. Gartner	0	0
Unpaid interests (Mr. Gartner)	0	0
Effect of the movement of Fx rate	0	0
Carrying amount at 31 December	163	103

Members of the board of directors did not receive for their board of directors related duties for the Group entities any compensation in 2016 and in 2015. There were no trade rela-

tions between the Group and members of the board of directors of the Company.

Other related party transactions

<i>In thousand of EUR</i>	transaction value for the year-ended		balance outstanding at the year-end	
	2016	2015	2016	2015
Sale of goods and services				
Joint ventures – sale of services	0	0	0	0
Joint ventures – construction contracts revenues (SK SPV1, Solarpark Myjava, Solarpark Polianka)	0	0	0	0
Purchase of goods and services				
Joint ventures – purchase of services	51	68	0	0
Current assets				
Loans	0	0	0	0

Related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

30. Group entities

S/ubsidiaries

The following subsidiaries are consolidated as at 31 December 2016.

	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 Directors B.V.	100%	100%	NL	Photon Energy
3	Photon Energy Engineering B.V.	100%	100%	NL	Photon Energy
4	Photon Energy Operations N.V.	100%	100%	NL	Photon Energy
5	Photon Energy Australia Pty Ltd.	100%	100%	AUS	Photon Energy
6	Photon Energy Generation Australia Pty. Ltd.	100%	100%	AUS	Photon Energy
7	Photon Energy Operations Australia Pty.Ltd.	100%	100%	AUS	PEO NV
8	Photon Energy Engineering Australia Pty Ltd	100%	100%	AUS	PEE BV
9	Photon Energy AUS SPV 1 Pty. Ltd.	100%	100%	AUS	Photon Energy
10	Photon Energy AUS SPV 2 Pty. Ltd.	100%	100%	AUS	Photon Energy
11	Photon Energy AUS SPV 3 Pty. Ltd.	100%	100%	AUS	Photon Energy
12	Photon Energy AUS SPV 4 Pty. Ltd.	100%	100%	AUS	Photon Energy
13	Global Investment Protection AG	100%	100%	CH	Photon Energy
14	Photon Energy Corporate Services CZ s.r.o.	100%	100%	CZ	Photon Energy
15	Photon SPV 1 s.r.o.	100%	100%	CZ	Photon Energy
16	Photon Energy Operations CZ s.r.o.	100%	100%	CZ	PEO NV
17	Photon Energy Control s.r.o.	100%	100%	CZ	PEO CZ
18	Photon Energy Cardio s.r.o.	100%	100%	CZ	PEO CZ
19	Photon Energy Technology CEE s.r.o.	100%	100%	CZ	PEE BV
20	Photon Water s.r.o.	100%	100%	CZ	Photon Energy
21	Photon Water Technology s.r.o.	100%	100%	CZ	Photon Energy
22	Photon Energy Solutions s.r.o	100%	100%	CZ	Photon Energy
23	Photon Energy Projects s.r.o.	100%	100%	CZ	Photon Energy
24	The Special One s.r.o.	100%	100%	CZ	Photon Energy
25	Charles Bridge Services s.r.o.	100%	100%	CZ	Photon Energy
26	Photon Energy Finance Europe GmbH	100%	100%	DE	Photon Energy
27	Photon Energy Corporate Services DE GmbH	100%	100%	DE	Photon Energy
28	Photon Energy Engineering Europe GmbH	100%	100%	DE	PEE BV
29	EcoPlan 2 s.r.o.	100%	100%	SK	Photon Energy
30	EcoPlan 3 s.r.o.	100%	100%	SK	Photon Energy
31	Fotonika, s.r.o.	100%	100%	SK	Photon Energy
32	Photon SK SPV 1 s.r.o.	50%	50%	SK	Photon Energy
33	Photon SK SPV 2 s.r.o.	100%	100%	SK	Photon Energy
34	Photon SK SPV 3 s.r.o.	100%	100%	SK	Photon Energy
35	Solarpark Myjava s.r.o.	50%	50%	SK	Photon Energy
36	Solarpark Polianka s.r.o.	50%	50%	SK	Photon Energy
37	SUN4ENERGY ZVB, s.r.o.	100%	100%	SK	Photon Energy
38	SUN4ENERGY ZVC, s.r.o.	100%	100%	SK	Photon Energy
39	ATS Energy, s.r.o.	100%	100%	SK	Photon Energy
40	Photon Energy Operations SK s.r.o.	100%	100%	SK	PEO NV
41	Photon Energy HU SPV 1 Kft. b.a	100%	100%	HU	PEP s.r.o.

CZ = Czech Republic, SK = Slovak Republic, NL = Netherlands, CH = Switzerland, AUS = Australia, HU=Hungary

The following subsidiaries are consolidated as at 31 December 2015.

	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 Directors B.V.	100%	100%	NL	Photon Energy
3	Photon Energy Operations N.V.	100%	100%	NL	Photon Energy
4	Photon Energy Engineering B.V.	100%	100%	NL	Photon Energy
5	Photon Energy Investments DE N.V.	100%	100%	NL	Photon Energy
6	Photon Energy Investments CZ N.V.	100%	100%	NL	Photon Energy
7	European Solar Holdings B.V.	100%	100%	NL	Photon Energy
8	Photon Energy Australia Pty Ltd.	100%	100%	AUS	Photon Energy
9	Photon Energy Operations Australia Pty.Ltd.	100%	100%	AUS	PEO NV
10	Photon Energy Engineering Australia Pty Ltd	100%	100%	AUS	PEE BV
11	Photon Energy AUS SPV 1 Pty. Ltd.	100%	100%	AUS	Photon Energy
12	Photon Energy AUS SPV 2 Pty. Ltd.	100%	100%	AUS	Photon Energy
13	Photon Energy Generation Australia Pty. Ltd.	100%	100%	AUS	Photon Energy
14	Global Investment Protection AG	100%	100%	CH	Photon Energy
15	Photon Energy Corporate Services CZ s.r.o.	100%	100%	CZ	Photon Energy
16	Photon Energy Operations CZ s.r.o.	100%	100%	CZ	PEO NV
17	Photon Energy Control s.r.o.	100%	100%	CZ	PEO CZ
18	Photon Energy Technology CEE s.r.o.	100%	100%	CZ	PEE BV
19	Photon SPV 1 s.r.o.	100%	100%	CZ	Photon Energy
20	Photon Energy Operations DE GmbH	100%	100%	DE	PEO NV
21	Photon Energy Engineering Europe GmbH	100%	100%	DE	PEE BV
22	Photon Energy Corporate Services DE GmbH	100%	100%	DE	Photon Energy
23	Photon Energy Finance Europe GmbH	100%	100%	DE	Photon Energy
24	Photon SK SPV 1 s.r.o.	50%	50%	SK	Photon Energy
25	Photon SK SPV 2 s.r.o.	100%	100%	SK	Photon Energy
26	Photon SK SPV 3 s.r.o.	100%	100%	SK	Photon Energy
27	EcoPlan 2 s.r.o.	100%	100%	SK	Photon Energy
28	EcoPlan 3 s.r.o.	100%	100%	SK	Photon Energy
29	SUN4ENERGY ZVB, s.r.o.	100%	100%	SK	Photon Energy
30	SUN4ENERGY ZVC, s.r.o.	100%	100%	SK	Photon Energy
31	Fotonika, s.r.o.	60%	50%	SK	Photon Energy
32	ATS Energy, s.r.o.	70%	70%	SK	Photon Energy
33	Solarpark Myjava s.r.o.	50%	50%	SK	Photon Energy
34	Solarpark Polianka s.r.o.	50%	50%	SK	Photon Energy
35	Photon Energy Operations SK s.r.o.	100%	100%	SK	PEO NV
36	IPVIC GbR	18.5%	18.5%	DE	Photon Energy

CZ = Czech Republic, SK = Slovak Republic, NL = Netherlands, CH = Switzerland, AUS = Australia

Other consolidated subsidiaries (special purpose entities) exist as at 31 December 2016, where the holding company has control but does not have any ownership or direct voting rights. The following entities are included:

Name	% of Consolidated share	% of Ownership share	Country of registration	Legal Owner
Photon SPV 3 s.r.o.	100%	0%	CZ	RL
Photon SPV 8 s.r.o.	100%	0%	CZ	RL
Exit 90 SPV s.r.o.	100%	0%	CZ	RL
Photon SPV 4 s.r.o.	100%	0%	CZ	RL
Photon SPV 6 s.r.o.	100%	0%	CZ	RL
Onyx Energy s.r.o.	100%	0%	CZ	RL
Onyx Energy projekt II s.r.o.	100%	0%	CZ	RL
Photon SPV 10 s.r.o.	100%	0%	CZ	RL
Photon SPV 11 s.r.o.	100%	0%	CZ	RL

CZ = Czech Republic

100% share in the above entities is owned by Raiffeisen – Leasing s.r.o. (“RL”). Although those companies are legally owned by RL, the Group consolidates them under IFRS rules. Photon Ener-

gy N.V. is considered the beneficial owner as it is owner of economic benefits and is directly exposed to economic risks of those companies.

31. Subsequent events

Sale of 35% share in Photon Water Technology s.r.o.

31st January 2017, Photon Energy N.V. sold 35% share in the company Photon Water Technology s.r.o. while maintaining the control over the entity.

Sale of 100% share in Photon Water s.r.o.

28 February 2017, Photon Energy N.V. sold 100% share in the company Photon Water s.r.o.

32. Contingent assets and liabilities

There are no significant contingent assets or liabilities that need to be disclosed.

**Standalone
Financial Statements**
for the year ended 31 December 2016

Company balance sheet as at 31 December 2016

(before profit appropriation)

<i>In thousand of EUR</i>	Note	31 December 2016	31 December 2015
Fixed assets			
Financial fixed assets	36	36,034	37,734
Intangible assets	36	12	22
Total fixed assets		36,046	37,756
Current assets			
Trade and other receivables	38	4,048	2,297
Loans	37	8,720	6,709
Cash and cash equivalents	38	438	55
Total current assets		13,206	9,061
Total assets		49,252	46,817
Shareholders' equity	39		
Issued share capital		600	600
Share premium		36,871	36,871
Revaluation reserve		16,056	17,641
Derivatives reserve		-204	-420
Currency translation reserve		-1,139	-975
Unappropriated result		-2,660	-1,088
Retained Earnings		-25,343	-24,240
Total equity		24,180	28,389
Non-current liabilities	40	13,045	8,598
Other loans		2,113	538
Other long-term liability		10,932	8,060
Current liabilities	41	12,028	9,831
Trade and other liabilities		9,139	6,419
Other loans		2,889	3,412
Total equity and liabilities		49,252	46,817

The notes on pages 65 to 74 are an integral part of these financial statements.

Company income statement for the financial year ended 31 December 2016

<i>In thousand of EUR</i>	1 January 2016 – 31 December 2016	1 January 2015 – 31 December 2015
Share in results from participating interests, after taxation	-4,010	-1,593
Income from subsidiaries	0	632
Other result after taxation	1,350	-127
Net result	-2,660	-1,088

The notes on pages 65 to 74 are an integral part of these financial statements.

Notes to the Company
Financial Statements
for the year ended 31 December 2016

34. General

The company financial statements are part of the 2016 financial statements of Photon Energy N.V. (the 'Company'). With reference to the income statement of the company, use has been

made of the exemption pursuant to Section 402 of Book 2 of the Netherlands Civil Code.

35. Principles for the measurement of assets and liabilities and the determination of the result

For setting the principles for the recognition and measurement of assets and liabilities and determination of the result for its company financial statements, the Company makes use of the option provided in section 2:362 (8) of the Netherlands Civil Code. This means that the principles for the recognition and measurement of assets and liabilities and determination of the result (hereinafter referred to as principles for recognition and measurement) of the company financial statements of the Company are the same as those applied for the consolidated EU-IFRS financial statements. Participating interests, over which significant influence is exercised, are stated on the basis of the

equity method. These consolidated EU-IFRS financial statements are prepared according to the standards laid down by the International Accounting Standards Board and endorsed by the European Union (hereinafter referred to as EU-IFRS). Please see pages 23 to 37 for a description of these principles. The share in the result of participating interests consists of the share of the Company in the result of these participating interests. Results on transactions, where the transfer of assets and liabilities between the Company and its participating interests and mutually between participating interests themselves are not incorporated insofar as they can be deemed to be unrealised.

36. Financial fixed assets

<i>In thousand of EUR</i>	31 December 2016	31 December 2015
Participating interests in group companies	36,034	37,734
	36,034	37,734

The movements of the financial fixed assets can be shown as follows:

<i>In thousand of EUR</i>	Note	Participating interests in group companies	Total
Balance at 1 January 2016		37,734	37,734
Capital contribution existing subsidiaries	36	236	236
Revaluation reserve change	36	-1,585	-1,585
Share in result of participating interests	43	-3,284	-3,284
Set-up of new entities	36	100	100
Excess cash correction	36	1,072	1,072
Liquidation of subsidiaries	36	-227	-227
Share in foreign currency translation differences in participating interest	36	-170	-170
Dividend payment	36	-662	-662
Derivatives	36	215	215
Sale of subsidiaries		0	0
Balance at 31 December		33,430	33,430
Allowances	36	2,604	2,604
Final balance at 31 December 2016		36,034	36,034

2016

A participating legal Company is under Dutch law a participation which exercises significant influence over the operating and financial policies (hereinafter: participation), valued using the

equity method. This method means that the carrying amount of the investment is increased or decreased by the share in the results and changes in equity of the associate, less the dividend from the participation. The carrying amount, the share in the

results and changes in equity are determined according to the principles of the holding.

Therefore the direct changes in equity in the participations of PE NV are included in the standalone financial statements of the Company.

The direct equity movements of the subsidiaries of PE NV consist of:

- 1) Revaluation of assets valued at fair value in the participations (decrease of value of assets)
- 2) Foreign currency translation differences in the participations
- 3) Effective portion of hedging derivatives in the participations

The Company, with statutory seat in Amsterdam, is the holding company and has the following financial interests:

	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 Directors B.V.	100%	100%	NL	Photon Energy
3	Photon Energy Engineering B.V.	100%	100%	NL	Photon Energy
4	Photon Energy Operations N.V.	100%	100%	NL	Photon Energy
5	Photon Energy Australia Pty Ltd.	100%	100%	AUS	Photon Energy
6	Photon Energy Generation Australia Pty. Ltd.	100%	100%	AUS	Photon Energy
7	Photon Energy Operations Australia Pty.Ltd.	100%	100%	AUS	PEO NV
8	Photon Energy Engineering Australia Pty Ltd	100%	100%	AUS	PEE BV
9	Photon Energy AUS SPV 1 Pty. Ltd.	100%	100%	AUS	Photon Energy
10	Photon Energy AUS SPV 2 Pty. Ltd.	100%	100%	AUS	Photon Energy
11	Photon Energy AUS SPV 3 Pty. Ltd.	100%	100%	AUS	Photon Energy
12	Photon Energy AUS SPV 4 Pty. Ltd.	100%	100%	AUS	Photon Energy
13	Global Investment Protection AG	100%	100%	CH	Photon Energy
14	Photon Energy Corporate Services CZ s.r.o.	100%	100%	CZ	Photon Energy
15	Photon SPV 1 s.r.o.	100%	100%	CZ	Photon Energy
16	Photon Energy Operations CZ s.r.o.	100%	100%	CZ	PEO NV
17	Photon Energy Control s.r.o.	100%	100%	CZ	PEO CZ
18	Photon Energy Cardio s.r.o.	100%	100%	CZ	PEO CZ
19	Photon Energy Technology CEE s.r.o.	100%	100%	CZ	PEE BV
20	Photon Water s.r.o.	100%	100%	CZ	Photon Energy
21	Photon Water Technology s.r.o.	100%	100%	CZ	Photon Energy
22	Photon Energy Solutions s.r.o	100%	100%	CZ	Photon Energy
23	Photon Energy Projects s.r.o.	100%	100%	CZ	Photon Energy
24	The Special One s.r.o.	100%	100%	CZ	Photon Energy
25	Charles Bridge Services s.r.o.	100%	100%	CZ	Photon Energy
26	Photon Energy Finance Europe GmbH	100%	100%	DE	Photon Energy
27	Photon Energy Corporate Services DE GmbH	100%	100%	DE	Photon Energy
28	Photon Energy Engineering Europe GmbH	100%	100%	DE	PEE BV
29	EcoPlan 2 s.r.o.	100%	100%	SK	Photon Energy
30	EcoPlan 3 s.r.o.	100%	100%	SK	Photon Energy
31	Fotonika, s.r.o.	100%	100%	SK	Photon Energy
32	Photon SK SPV 1 s.r.o.	50%	50%	SK	Photon Energy
33	Photon SK SPV 2 s.r.o.	100%	100%	SK	Photon Energy
34	Photon SK SPV 3 s.r.o.	100%	100%	SK	Photon Energy
35	Solarpark Myjava s.r.o.	50%	50%	SK	Photon Energy
36	Solarpark Polianka s.r.o.	50%	50%	SK	Photon Energy
37	SUN4ENERGY ZVB, s.r.o.	100%	100%	SK	Photon Energy
38	SUN4ENERGY ZVC, s.r.o.	100%	100%	SK	Photon Energy
39	ATS Energy, s.r.o.	100%	100%	SK	Photon Energy
40	Photon Energy Operations SK s.r.o.	100%	100%	SK	PEO NV
41	Photon Energy HU SPV 1 Kft. b.a	100%	100%	HU	PEP s.r.o.

CZ = Czech Republic, SK = Slovak Republic, NL = Netherlands, CH = Switzerland, AUS = Australia, HU=Hungary

During 2016, impact of the change of the revaluation reserve amounted to EUR -1,585 thousand.

The Slovak SPVs use hedging derivatives for hedging of interest rates on received loans. Total impact into equity from their revaluation at the year-end amounted to EUR 215 thousand (2015: loss EUR 162 thousand).

The impact of foreign currency translation differences in participating interest resulted in a loss of EUR 1,139 thousand (2015: EUR 975 thousand).

The company booked a provision for negative equity in subsidiaries in the amount of EUR 7,994 thousand (outstanding balance 2015: EUR 5,536 thousand) as the Company's management has intention to maintain and support the related subsidiaries within the structure and support them by providing the required cash-flow and settle their liabilities. This allowance is presented in the current liabilities.

Intangible assets include the value of trademark in the amount of EUR 12 thousand.

The total amount invested into capital contributions (by capitalization of entity's receivables from subsidiaries) to subsidiaries in 2016 amounted to EUR 236 thousand (2015: EUR 598 thousand; refer to Movement schedule above).

Decrease of value resulting from the revaluation of subsidiaries amounted to EUR 1,585 thousand. Impact of derivatives revaluation equaled to EUR 215 thousand (positive); of dividend payment to EUR 662 thousand (negative); of currency retranslation to a loss of EUR 170 thousand. Total result from participations gained loss of EUR 3,284 thousand. Impact of liquidation of Photon Energy Investments CZ N.V. and Photon Energy Invest-

ments DE N.V. is EUR 227 thousand. The Company also set-up/purchased new entities in value of EUR 100 thousand. Correction of excess cash payment treatment resulted in positive effect of EUR 1,072 thousand.

2016 developments

Photon Energy Investments CZ N.V., European Solar Holdings and Photon Energy Investments DE N.V. were liquidated during 2016.

During 2016, Photon Energy N.V. (directly or via its subsidiaries) incorporated or acquired the following entities:

- ▶ The Special One s.r.o.
- ▶ Charles Bridge Services s.r.o.
- ▶ Photon Energy Projects s.r.o.
- ▶ Photon Energy Solutions s.r.o.
- ▶ Photon Energy AUS SPV 4 Pty. Ltd.
- ▶ Photon Energy AUS SPV 3 Pty. Ltd.
- ▶ Photon Water Technology s.r.o.
- ▶ Photon Water s.r.o.
- ▶ Photon Energy HU SPV 1 Kft. b.a.

Disposals in 2016

- ▶ Photon Energy Operations DE GmbH

Acquisition of full share in 2016

- ▶ ATS Energy s.r.o.
- ▶ Fotonika s.r.o.

37. Loans

<i>In thousand of EUR</i>	31 December 2016	31 December 2015
Loans provided	8,720	6,709
	8,720	6,709

The balance of loans provided consists of the loans provided primarily to the companies within the Group and its decrease is caused by capitalization of the several loan principals in the

subsidiaries. N.V. Interest charge is 3% and the loans have a short-term character.

38. Current assets

<i>In thousand of EUR</i>	31 December 2016	31 December 2015
Trade and other receivables	4,048	2,297
Cash	438	55
	4,486	2,352

39. Shareholders' equity

39.1 Reconciliation of movement in capital and reserves

<i>In thousand of EUR</i>	Issued share capital	Share premium	Currency translation reserve	Derivatives	Revaluation reserve	Retained earnings	Unappropriated result	Total equity
Balance at 1 January 2015	600	36,871	-1,778	-581	17,166	-19,198	-5,042	28,038
Revaluation of assets in participating interest	-	-	-	-	475	-	-	475
Foreign currency translation differences in participating interest	-	-	803	-	-	-	-	803
Transfer to retained earnings	-	-	-	-	-	-5,042	5,042	0
Derivatives	-	-	-	162	-	-	-	162
Actual result	-	-	-	-	-	-	-1,088	-1,720
Balance at 31 December 2015	600	36,871	-975	-420	17,641	-24,420	-1,088	28,389
Balance at 1 January 2016	600	36,871	-975	-420	17,641	-24,420	-1,088	28,389
Revaluation of assets in participating interest	-	-	-	-	-1,585	-	-	-1,585
Foreign currency translation differences in participating interest	-	-	-164	-	-	-	-	-164
Transfer to retained earnings	-	-	-	-	-	-1,088	1,088	0
Correction of RE previous period	-	-	-	-	-	165	-	165
Derivatives	-	-	-	215	-	-	-	215
Actual result	-	-	-	-	-	-	-2,660	-2,660
Balance at 31 December 2016	600	36,871	-1,139	-205	16,056	-25,343	-2,660	24,180

39.2 Share capital and share premium

39.2.1 Ordinary shares

The Company's share capital is EUR 600,000 divided into 60,000,000 shares with a nominal value of EUR 0.01 each. The share capital is fully paid-up. Each of the 60,000,000 shares represent one vote at the General Meeting of Shareholders.

The holders of ordinary shares (except of Treasury shares) are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings of the Company.

Reserves

Reserves of the Company consist of the revaluation reserve, the currency translation reserve and the derivatives reserve.

The revaluation reserve arises on the revaluation of photovoltaic power plant owned by the participation(s) and it amounted to

EUR 16,056 thousand as of 31 December 2016 (31 December 2015: EUR 17,641 thousand).

Currency translation reserve includes all foreign translation exchange differences in the participations and amounted to a loss EUR 1,139 thousand as of 31 December 2016 (31 December 2015: EUR 975 thousand).

The derivatives reserve includes results from hedging derivatives in the participations and amounted to a loss of EUR 205 thousand in 2016 (2015: EUR 420 thousand).

39.2.2 Unappropriated result

To the General Meeting of Shareholders the following appropriation of the result 2016 will be proposed: the loss of EUR 2,660 thousand to be transferred and added to the retained earnings item in the shareholders' equity.

39.2.3 Reconciliation of consolidated group equity with company equity

<i>In thousand of EUR</i>	31 December 2016	31 December 2015
Group equity	24,180	28,540
Minority interest of third parties in subsidiary:		
Non-controlling interest	0	151
Shareholders' equity (company)	24,180	28,389
Group result	-2,660	-1,725
Income from subsidiaries	0	632
Minority interest of third parties in result:		
Non-controlling interest	0	5
Net result (company)	-2,660	-1,088

40. Long-term liabilities

<i>In thousand of EUR</i>	31 December 2016	31 December 2015
Loans	2,113	538
Other long-term liabilities	10,932	8,060
	13,045	8,598

Long-term loan represent long-term portion of loan provided by private financing company as described in chapter 41 (EUR 269 thousand) and loan provided by a group entity (EUR 1,844 thou-

sand). Other long-term liabilities include a EUR bond issued in 2013 (EUR 10,120 thousand) and a CZK bond issued in December 2016 (EUR 812 thousand).

41. Current liabilities

<i>In thousand of EUR</i>	31 December 2016	31 December 2015
Loans	2,889	3,412
Trade payables	186	331
Accruals and deferred income	80	80
Other payables	879	472
Provision for 2016 negative equity subsidiaries	7,994	5,536
	12,028	9,831

Loan provided by private financing company in the original amount of EUR 8,000 thousand was gradually repaid and restructured, so its outstanding balance as of the year-end 2016 is EUR 568 thousand, out of which EUR 269 thousand is long-term based on the contractual conditions.

Other payables consisted of Company's liabilities from VAT, liabilities towards employees, or resulting from the cash transfers within the Group.

The company booked a provision for negative equity in subsidiaries in the amount of EUR 7,994 thousand (2015: EUR 5,536 thousand) as the Company's management has the intention to maintain and support the related subsidiaries within the structure and support them by providing the required cash-flow and settle their liabilities.

42. Financial instruments

42.1 General

The Group has exposure to the following risks from its use of financial instruments:

- ▀ Credit risk.
- ▀ Liquidity risk.
- ▀ Market risk.

In the notes to the consolidated financial statements information is included about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

These risks, objectives, policies and processes for measuring and managing risk, and the management of capital apply also to the company financial statements of Photon Energy N.V.

No derivative financial instruments are being used at parent company level.

42.2 Fair value

The fair value of the financial instruments stated on the balance sheet, including cash at bank and in hand and current liabilities, is close to the carrying amount.

43. Share in results from participating interests

An amount of EUR 4,010 thousand (loss) of share in results from participating interests relates to group companies (2015: loss of EUR 1,593 thousand).

44. Fees of the auditor

With reference to Section 2:382a(1) and (2) of the Netherlands Civil Code, the following fees for the financial year have been charged by Grant Thornton Accountants en Adviseurs B.V. to the Company in 2016:

2016:

<i>In thousand of EUR</i>	Grant Thornton Accountants en Adviseurs B.V.	Other Grant Thornton member firms and affiliates	Total
Statutory audit of annual accounts	33	-	33
	33	-	33

With reference to Section 2:382a(1) and (2) of the Netherlands Civil Code, the following fees for the financial year 2015 have been charged by Grant Thornton Accountants en Adviseurs B.V. to the Company:

2015:

<i>In thousand of EUR</i>	Grant Thornton Accountants en Adviseurs B.V.	Other Grant Thornton member firms and affiliates	Total
Statutory audit of annual accounts	33	-	33
	33	-	33

45. Related parties

45.1 Transactions with key management personnel

45.1.1 Key management personnel compensation

Key management personnel did not obtain any compensation for their activity for PE NV in 2016.

45.1.2 Key management personnel and director

The directors of the Company control 84.95% of the voting shares of the Company. The Directors hold positions in other

group entities that result in having control or significant influence over the financial or operating policies of these entities.

45.1.3 Emoluments of directors and supervisory directors

No emoluments, including pension obligations as intended in Section 2:383(1) of the Netherlands Civil Code were charged in the financial period to the Company.

Amsterdam, 10 March 2017

The Board of Directors:



Georg Hotar, Director



Michael Gartner, Director

Other information

Other information

I. Emoluments of directors and supervisory directors

No emoluments, including pension obligations as intended in Section 2:383(1) of the Netherlands Civil Code were charged in the financial period to the Company.

II. Provisions in the Articles of Association governing the appropriation of profit

According to article 20 of the company's Articles of Association, the profit is at the disposal of the General Meeting of Shareholders, which can allocate the profit wholly or partly to the general or specific reserve funds.

The Company can only make payments to the shareholders and other parties entitled to the distributable profit for the amount the shareholders' equity are greater than the paid-up and called-up part of the capital plus the legally required reserves.

III. Proposal for profit appropriation

The General Meeting of Shareholders will be asked to approve the following appropriation of the 2016 loss: an amount of EUR 2,660 thousand to be added to the retained earnings.

IV. Subsequent events

Please refer to note 31 of the consolidated financial statements.

For Photon Energy N.V. there were no other subsequent events affecting the situation at balance sheet date.

V. Subsidiaries

The Company has subsidiaries in the Czech Republic, Slovak Republic, Germany, Switzerland, Netherlands and Australia. For the list of all subsidiaries refer to the Note 30 of the Consolidated financial statements.

VI. Independent auditor's report

The independent auditor's report is set forth on the next pages.

To: the shareholders and board of directors of Photon Energy N.V.

Grant Thornton
Accountants en Adviseurs B.V.
Laan der Continenten 160
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INDEPENDENT AUDITOR'S REPORT

A. Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements 2016 of Photon Energy N.V., based in Amsterdam, as set out on pages 1 to 76 The financial statements include the consolidated financial statements and the company financial statements.

In our opinion:

- the accompanying consolidated financial statements give a true and fair view of the financial position of Photon Energy N.V. as at December 31, 2016, and of its result and its cash flows for 2016 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.
- the accompanying company financial statements give a true and fair view of the financial position of Photon Energy N.V. as at December 31, 2016, and of its result for 2016 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The consolidated financial statements comprise:

- 1 the consolidated statement of financial position as at 31 December 2016;
- 2 the following statements for 2016:
the consolidated income statement, the consolidated statements of comprehensive income, changes in equity and cash flows; and
- 3 the notes comprising a summary of the significant accounting policies and other explanatory information.

The company financial statements comprise:

- 1 the company balance sheet as at 31 December 2016;
- 2 the company profit and loss account for 2016; and
- 3 the notes comprising a summary of the accounting policies and other explanatory information.

Basis for Our Opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the “Our responsibilities for the audit of the financial statements” section of our report.

We are independent of Photon Energy N.V. in accordance with the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

B. Report on the other information included in the annual report

In addition to the financial statements and our auditor’s report thereon, the annual report contains other information, that consists of:

- the management board’s report;
- other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains the information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the management board’s report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

C. Description of responsibilities regarding the financial statements**Responsibilities of management for the financial statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. Furthermore management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

Our Responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not have detected all errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included e.g.:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control;
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern;

- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

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

Amsterdam, March 10, 2017

Grant Thornton Accountants en Adviseurs B.V.

M.J.J. Welsink
Registeraccountant