Greencells GmbH
Saarbrücken

Short-form audit report
Consolidated financial statements and group management report
31 December 2019

Translation from the German language

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

Building a better working world

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Note:

We have issued the auditor's report presented below in compliance with legal and professional requirements subject to the conditions described in the enclosed "Engagement Terms, Liability and Conditions of Use".

If an electronic version of this document is used for disclosure in the *Bundesanzeiger* [German Federal Gazette], only the files containing the financial reporting and, in the case of a statutory audit, the auditor's report or the attestation report thereon are intended for this purpose.

Translation of the German independent auditor's report concerning the audit of the consolidated financial statements and group management report prepared in German

Independent auditor's report

To Greencells GmbH

Opinions

We have audited the consolidated financial statements of Greencells GmbH, Saarbrücken, and its subsidiaries (the Group), which comprise the consolidated balance sheet as of 31 December 2019, and the consolidated income statement, consolidated cash flow statement and the consolidated statement of changes in equity for the fiscal year from 1 January to 31 December 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies. In addition, we have audited the group management report of Greencells GmbH for the fiscal year from 1 January to 31 December 2019.

In our opinion, on the basis of the knowledge obtained in the audit,

- **the accompanying consolidated financial statements comply, in all material respects, with the requirements of German commercial law and give a true and fair view of the assets, liabilities and financial position of the Group as of 31 December 2019 and of its financial performance for the fiscal year from 1 January to 31 December 2019 in compliance with German legally required accounting principles, and**

- **the accompanying group management report as a whole provides an appropriate view of the Group's position. In all material respects, this group management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development.**

Pursuant to Sec. 322 (3) Sentence 1 HGB ["Handelsgesetzbuch": German Commercial Code], we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the group management report.

Basis for the opinions

We conducted our audit of the consolidated financial statements and of the group management report in accordance with Sec. 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements and of the group management report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions on the consolidated financial statements and on the group management report.

Responsibilities of the executive directors for the consolidated financial statements and the group management report

The executive directors are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with German legally required accounting principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German legally required accounting principles, have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the executive directors are responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the group management report that, as a whole, provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial

statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a group management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the group management report.

Auditor's responsibilities for the audit of the consolidated financial statements and of the group management report

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the group management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our opinions on the consolidated financial statements and on the group management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Sec. 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the IDW will always detect a material misstatement. 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 consolidated financial statements and this group management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

- **Obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures (systems) relevant to the audit of the group management report 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 these systems.**

- **Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.**

- **Conclude on the appropriateness of the executive directors' 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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the group management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.**

- **Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with German legally required accounting principles.**

- **Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express opinions on the consolidated financial statements and on the group management report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinions.**

- **Evaluate the consistency of the group management report with the consolidated financial statements, its conformity with [German] law, and the view of the Group's position it provides.**

- **Perform audit procedures on the prospective information presented by the executive directors in the group management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.**

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

Saarbrücken, 8 October 2020

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

Dr. Zabel	**Vogelgesang**
Wirtschaftsprüfer	**Wirtschaftsprüfer**
[German Public Auditor]	**[German Public Auditor]**

Exhibit 1

Greencells GmbH, Saarbrücken
Consolidated balance sheet as of 31 December 2019

Assets

		EUR	EUR
A.	**Fixed assets**		
I.	**Intangible assets**		
1.	Purchased franchises, industrial and similar rights and assets, and licenses in such rights and assets	4,815.00	
2.	Goodwill	566,578.61	
			571,393.61
II.	**Property, plant and equipment**		
1.	Land, land rights and buildings, including buildings on third-party land	38,690.31	
2.	Plant and machinery	36,628.00	
3.	Other equipment, furniture and fixtures	256,929.93	
4.	Prepayments and assets under construction	3,023.76	
			335,272.00
III.	**Financial assets**		
	Equity investments		
	a) in associates	13,902,108.71	
	b) Other	38,405.74	
			13,940,514.45
			14,847,180.06
B.	**Current assets**		
I.	**Inventories**		
1.	Raw materials, consumables and supplies	258,226.27	
2.	Work in process	8,265,000.00	
3.	Prepayments	765,187.34	
4.	Prepayments received on account of orders	-1,037,419.29	
			8,250,994.32
II.	**Receivables and other assets**		
1.	Trade receivables	4,618,295.04	
2.	Receivables from related parties	3,192,620.20	
3.	Other assets	1,231,631.86	
			9,042,547.10
III.	**Cash on hand, bank balances**		6,549,005.76
			23,842,547.18
C.	**Prepaid expenses**		49,083.22
			38,738,810.46

Equity and liabilities

		EUR	EUR
A.	**Equity**		
I.	**Subscribed capital**	42,520.00	
II.	**Capital reserves**	5,312,992.00	
III.	**Currency translation/exchange differences**	53,752.70	
IV.	**Consolidated net retained profit**	4,080,986.71	
			9,490,251.41
B.	**Provisions**		
1.	Tax provisions	1,276,607.01	
2.	Other provisions	1,271,331.42	
			2,547,938.43
C.	**Liabilities**		
1.	Liabilities to banks	77,770.94	
2.	Trade payables	5,860,738.71	
3.	Liabilities to related parties	19,426,293.86	
4.	Other liabilities	1,335,817.11	
	thereof for taxes: EUR 822,206.36		
			26,700,620.62
			38,738,810.46

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Exhibit 2

Greencells GmbH, Saarbrücken
Consolidated income statement for fiscal year 2019

	EUR	EUR
1. Revenue	85,643,111.68	
2. Decrease in work in process	-1,494,697.26	
3. Other operating income thereof income from currency translation: EUR 473,027.85	916,893.82	
		85,065,308.24
4. Cost of materials		
a) Cost of raw materials, consumables and supplies and of purchased merchandise	49,790,278.45	
b) Cost of purchased services	19,092,215.54	
5. Personnel expenses		
a) Wages and salaries	5,476,284.82	
b) Social security, pension and other benefit costs	671,722.79	
6. Amortization, depreciation and impairment of intangible assets and property, plant and equipment	301,057.41	
7. Other operating expenses thereof expenses from currency translation: EUR 246,548.42	4,665,166.32	
		79,996,725.33
8. Income from equity investments	2.22	
9. Other interest and similar income	67,570.48	
10. Impairment of financial assets and securities classified as current assets	1,228.10	
11. Interest and similar expenses	1,407,636.19	
12. Expenditures from associates	129,804.32	
		-1,471,095.91
13. Taxes on income		1,200,038.50
14. Earnings after taxes		2,397,448.50
15. Other taxes		27,666.13
16. Consolidated net income for the year		2,369,782.37
17. Profit brought forward from prior year		1,711,204.34
18. Consolidated net retained profit		4,080,986.71

Exhibit 3

Greencells GmbH, Saarbrücken
Consolidated statement of cash flows for fiscal year 2019

	EUR k
1. Cash flow from operating activities	
Net income/loss for the period (consolidated net income for the year)	2,370
Amortization, depreciation and impairment of fixed assets	302
Increase in provisions	1,161
Other non-cash expenses	130
Decrease in inventories, trade receivables and other assets	16,501
Decrease in trade payables and other liabilities	-9,662
Interest expenses/interest income	1,340
Cash flow from operating activities	12,142
2. Cash flow from investing activities	
Cash received from disposals of intangible assets	2
Cash paid for investments in intangible assets	-2
Cash received from disposals of property, plant and equipment	36
Cash paid for investments in property, plant and equipment	-105
Cash received from disposals of fixed financial assets	15
Cash paid for investments in fixed financial assets	-13,731
Interest received	68
Cash flow from investing activities	-13,717
3. Cash flow from financing activities	
Cash received from the raising of loans from related parties	7,891
Cash paid for issuing loans to related parties	-654
Cash received from the raising of financial loans	16
Interest paid	-1,408
Cash flow from financing activities	5,845
4. Cash and cash equivalents at the end of the period	
Change in cash and cash equivalents (subtotal of 1 to 3)	4,270
Changes in cash and cash equivalents due to exchange rates, changes in the basis of consolidation and valuation	352
Cash and cash equivalents at the beginning of the period	1,927
Cash and cash equivalents at the end of the period	6,549
5. Composition of cash and cash equivalents	
Cash	6,549
Cash and cash equivalents at the end of the period	6,549

Exhibit 4

Greencells GmbH, Saarbrücken
Consolidated statement of changes in equity for fiscal year 2019

	Equity of the parent company								Group equity
	(Corrected) subscribed capital			Capital reserves		Currency translation/exchange differences	Consolidated net retained profit	Total	Total
	Capital stock	less treasury shares	Total	pursuant to Sec. 272 (2) No. 4 HGB	Total				
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	**EUR**
01 Jan 2019	42,520.00	-8,504.00	34,016.00	5,312,992.00	5,312,992.00	0.00	1,719,708.34	7,066,716.34	**7,066,716.34**
Treasury shares acquired to increase existing shares		8,504.00	8,504.00				-8,504.00	0.00	**0.00**
Currency translation						53,752.70		53,752.70	**53,752.70**
Consolidated net income for the year							2,369,782.37	2,369,782.37	**2,369,782.37**
31 Dec 2019	42,520.00	0.00	42,520.00	5,312,992.00	5,312,992.00	53,752.70	4,080,986.71	9,490,251.41	**9,490,251.41**

Greencells GmbH, Saarbrücken
Notes to the consolidated financial statements for fiscal year 2019

General

These consolidated financial statements are prepared in accordance with Sec. 290 et seq. HGB ["Handelsgesetzbuch": German Commercial Code]. This is the first time consolidated financial statements have been prepared. Greencells GmbH, as the parent company, was previously exempt from the duty to prepare consolidated financial statements pursuant to Sec. 293 HGB. Prior-year figures were not disclosed pursuant to IDW AcP HFA 44 No. 5.

The consolidated income statement is classified using the nature of expense method.

In order to improve the clarity of presentation, we summarize individual line items of the consolidated balance sheet and income statement and present and comment on them separately in these notes to the consolidated financial statements. For the same reason, we also indicate in the notes whether individual items are related to other items and "thereof" items.

The coronavirus (SARS-CoV-2) pandemic has spread around the world in 2020, particularly across Europe. In accordance with the corresponding announcements made by the Institut der Wirtschaftsprüfer in Deutschland [Institute of Public Auditors in Germany] (IDW), we rate this situation as a non-adjusting event in 2020 and do not see any need to adjust the balance sheet values in these financial statements.

Register information

Greencells GmbH, which has its registered office in Saarbrücken, is entered in the commercial register of the Saarbrücken Local Court under the number HRB 17943.

Basis of consolidation

All entities directly or indirectly controlled by the Company are included in the consolidated financial statements. The consolidated financial statements include Greencells GmbH, Saarbrücken, Germany, a further domestic entity (GC Solar Workers GmbH, Saarbrücken, Germany) and four foreign subsidiaries:

- Greencells Operations & Maintenance UK Ltd., London, UK (since 7 May 2020: Greencells Energy UK Ltd.)
- Greencells USA Inc., Wilmington, USA
- Pekan Energy I Pte. Ltd., Singapore
- Solar Polska New Energy Project Nowogard PV, Szczecin, Poland

Furthermore, the entity acquired in the reporting year

- Greencells USA Inc., Wilmington, USA

and the newly established companies

- Greencells Operations & Maintenance UK Ltd., London, UK (since 7 May 2020: Greencells Energy UK Ltd.)
- GC Solar Workers GmbH, Saarbrücken, Germany

were fully consolidated.

The equity of significant investments in associates is accounted for using the book value method. This relates to the foreign entity Halpro Engineering Sdn Bhd., Kuala Lumpur, Malaysia.

Consolidation principles

Acquisition accounting took place using the purchase method as of the date on which the company became a subsidiary.

The carrying amount of the shares belonging to the parent company is offset against the equity of the subsidiary attributable to those shares. Equity is stated at the fair value of the assets, liabilities, prepaid expenses and deferred income to be included in the consolidated financial statements at the time of consolidation. Any remaining asset difference is recognized as goodwill; any difference on the liabilities side is presented after equity as a “Negative consolidation difference”.

The fair value of the assets, liabilities, prepaid expenses, deferred income and special items to be included in the consolidated financial statements is determined as of the date

on which the company became a subsidiary; this is also the date of acquisition accounting.

Acquisition accounting for acquisitions of companies or shares was performed using the revaluation method on the date of first-time consolidation. Where possible, the amounts recognized were allocated to the related asset items; the remainder was recognized as goodwill.

Receivables and liabilities between group companies are netted.

In the consolidated income statement, income from intercompany revenue and other intercompany income are offset against the corresponding expenses. There were no intercompany profits and losses.

The associate is indicated in the list of shareholdings. It is accounted for using the equity method in accordance with Sec. 312 (1) HGB. The carrying amount in the fiscal year is adjusted to include the relevant share of net income/net loss for the year and any changes in equity. The valuation methods used by the associate are adjusted to the Group's uniform method of valuation. The difference between the book value and pro rata equity of the associate amounts to EUR 12k. This is allocated in full to goodwill.

There were no intercompany profits/losses from deliveries to this company.

Intercompany profits and losses from trade with associates are not eliminated on the grounds of insignificance.

Accounting policies

The consolidated financial statements are prepared using the accounting standards of the HGB.

Assets and liabilities were valued uniformly in the consolidated financial statements. Any deviating accounting policies in the annual financial statements of the group companies are adjusted in the reporting packages (Handelsbilanz II).

The financial statements of foreign **associates** were not adjusted to the Group's uniform methods as there were no significant deviations.

Intangible assets are stated at acquisition cost less amortization over the useful lives customary in the industry.

Goodwill, including goodwill arising on the first-time consolidation of shares, is amortized over a period of 10 years.

Property, plant and equipment are recognized at acquisition or production cost and are depreciated if they have a limited life.

Property, plant and equipment are depreciated over their estimated useful lives. At the German companies, low-value assets with an individual net value not exceeding EUR 800.00 are fully expensed in the year of acquisition, their immediate disposal being assumed. All other depreciation of additions to property, plant and equipment is charged pro rata temporis.

With regard to **financial assets**, investments recorded at the lower of cost or net realizable value are generally disclosed at nominal value.

Additions to equity investments in associates comprise contributions. Pro rata amounts of the net losses for the year and amortization of goodwill are recorded under disposals.

Inventories are recognized at the lower of cost or market. Inventories of **raw materials, consumables and supplies** are valued at the lower of average cost or market on the reporting date.

Finished goods and work in process are valued at production cost on the basis of individual product costings. In addition to the direct cost of materials, direct labor and other special direct costs, production costs include production and materials overheads as well as depreciation.

In all cases, valuation is at net realizable value, i.e., the cost to complete and a reasonable profit margin are deducted from the expected sales prices.

Adequate allowances provide for all identifiable **inventory** valuation risks resulting from slow-moving stock, reduced usability and lower replacement costs.

Apart from customary retention of title, no inventories have been pledged as security to third parties.

Prepayments received on account of orders were deducted from inventories on the face of the balance sheet in accordance with Sec. 298 (1) in conjunction with Sec. 268 (5) Sentence 2 HGB.

Receivables and other assets are stated at their nominal value. Specific bad debt allowances provide for all foreseeable valuation risks. The general credit risk is provided for by a general bad debt allowance.

Cash and cash equivalents were recognized at nominal value. Cash and cash equivalents in foreign currency were valued using the euro foreign exchange reference rate on the reporting date.

Equity items are also recognized at nominal value.

Tax provisions and **other provisions** account for all uncertain liabilities and potential losses from pending transactions. Provisions were valued at the settlement value expected to be required based on prudent business judgment. There are no provisions with a term of more than one year.

Liabilities are recorded at the settlement value.

To determine **deferred taxes** arising due to temporary or quasi-permanent differences between the carrying amounts of assets, liabilities, prepaid expenses and deferred income in the statutory accounts and their tax carrying amounts or due to tax loss carryforwards, the resulting tax charge and benefit are valued using the company-specific tax rates at the time the differences reverse; these amounts are not discounted. In addition, differences due to consolidation procedures in accordance with Secs. 300 to 307 HGB are taken into account, while differences arising on the first-time recognition of goodwill or a negative consolidation difference are not included. Deferred tax assets and deferred tax liabilities are offset. The option to recognize any resulting net deferred tax assets arising from temporary differences in the separate financial statements of the consolidated companies was not exercised.

Currency translation

Foreign currency monetary assets and liabilities are translated in subsequent periods using the mean spot rate on the reporting date. If they have residual terms of one year or less, the realization principle (Sec. 298 (1) in conjunction with Sec. 252 (1) No. 4 Clause 2 HGB) and the historical cost principle (Sec. 298 (1) in conjunction with Sec. 253 (1) Sentence 1 HGB) are not applied to changes in value which are not due to exchange rate fluctuations.

Except for equity (subscribed capital, reserves, profit/loss carryforward), which is translated at the historical mean spot rate on the date of first-time consolidation, assets and liabilities in the financial statements prepared in foreign currency are translated into euros at the mean spot rate on the reporting date. The items of the income statement

are translated into euro at the average exchange rate. The resulting translation difference is recognized in consolidated equity after the consolidated revenue reserves in the "Currency translation/exchange differences" item.

Currency differences due to the elimination of intercompany balances are allocated to the "Currency translation/exchange differences" item under equity. Currency differences due to the elimination of intercompany balances are, as a rule, allocated to the "Currency translation/exchange differences" item under equity.

The "thereof" currency translation items presented in the income statement include both realized and unrealized exchange differences.

Notes to the consolidated balance sheet

Fixed assets

The development of fixed assets, including amortization, depreciation and impairment for the fiscal year, is shown in the statement of changes in fixed assets.

Information on shareholdings

Basis of consolidation

Subsidiaries are listed in the following table. These have been fully consolidated in the consolidated financial statements.

	Equity investment %
Germany	
Greencells GmbH, Saarbrücken, Germany (group parent company)	
GC Solar Workers GmbH, Saarbrücken, Germany	100
Polar Beteiligungs GmbH[1], Husum (formerly Saarbrücken), Germany	100
Other countries	
Solar Polska New Energy Project Nowogard PV, Szczecin, Poland	100

	Equity investment %
Pekan Energy I Pte. Ltd., Singapore	100
Greencells USA Inc., Wilmington, USA	100
Greencells Energy UK Ltd., London, UK	100
Greencells CEE Srl[1], Bucharest, Romania	100
Capital Filter S/L[2], Barcelona, Spain	100
SPV's Poland[1,] Szczecin, Poland	100

[1] Deconsolidation as of 30 June 2019
[2] Deconsolidation as of 1 January 2019

Associates

	Equity investment %
Other countries	
Halpro Engineering Sdn Bhd, Kuala Lumpur, Malaysia	99.92

The equity investment of 99.92% contains 50.92% of nonvoting preferred stock meaning that there is no controlling influence over Halpro Engineering Sdn Bhd, Kuala Lumpur, Malaysia, within the meaning of Sec. 290 (1) HGB.

Other equity investments

	Equity investment %
Other countries	
Green Solar Energy Pte. Ltd., Singapore	15

Related parties

The entities of the sister group Greencells Group Holdings Limited, Abu Dhabi, United Arab Emirates, are viewed as related parties.

Receivables and other assets

	31 Dec 2019 EUR k
Trade receivables	4,618
thereof due in more than one year	(0)
Receivables from related parties	3,193
thereof due in more than one year	(2,110)
Other assets	1,232
thereof due in more than one year	(0)
	9,043

Receivables from related parties include all shareholders and their affiliates and associates. Receivables from related parties contain trade receivables of EUR 910k and other receivables of EUR 2,178k.

Furthermore, receivables from related parties include receivables from shareholders of EUR 105k, which result from trade.

Equity

The **capital stock** of EUR 42,520.00 is fully paid in.

In accordance with a resolution approved at the shareholder meeting on 28 January 2019 (deed no. 25/2019 of the notary Boris Bodenburg, Frankfurt am Main), half of the shares held by the parent company Greencells GmbH ("**treasury shares**") with a nominal value of EUR 8,504.00 and half of the shares of the other companies (at present, EUR 17,008.00 each) were increased. As a result, the previous shareholders held shares with a nominal value of EUR 21,260.00 each on the reporting date.

The nominal value of the Company's treasury shares was deducted from the profit carryforward.

Other provisions

Other provisions are mainly recognized for personnel expenses, archiving requirements, outstanding purchase invoices, warranty obligations and financial statements/advisory services and audit fees.

Liabilities

in EUR k	31 Dec 2019			
		Due in		
Type of liability	up to one year	more than one year	more than five years	Total
1. Liabilities to banks	67	11	0	78
2. Trade payables	5,861	0	0	5,861
3. Liabilities to related parties	8,579	10,847	0	19,426
4. Other liabilities	1,336	0	0	1,336
- thereof for taxes	(822)	(0)	(0)	(822)
Total	15,843	10,858	0	26,701

Liabilities to banks are partly secured by collateral assignment of fixed assets. Trade payables are partly hedged by suppliers' retention of title.

Liabilities to related parties include all shareholders and their affiliates and associates. Liabilities to related parties include trade payables of EUR 864k as well as other liabilities of EUR 18,562k.

A contribution by silent partners originally of EUR 400k is recognized in other liabilities. As of the reporting date this amounted to EUR 360k. The silent partnership will end on 30 June 2024. This is being repaid in 10 equal half-yearly instalments of EUR 40k each starting in 30 December 2019. Both fixed and variable remuneration have been agreed as a participation fee.

Notes to the consolidated income statement

Revenue

Revenue pertains to the planning, development and construction of solar power plants.

	2019 EUR k	%
Revenue by market		
Europe	83,158	97
Americas	140	0
Middle East	888	1
Asia	1,457	2
	85,643	100

Other operating income

Other operating income of EUR 917k includes exchange gains (EUR 473k) and income from the reversal of specific allowances on receivables of EUR 145k.

Personnel expenses

Personnel expenses incurred in the past fiscal year amounted to EUR 6,148k and break down as follows:

	2019 EUR k
Wages and salaries	5,476
Social security, pension and other benefit costs	672
	6,148

Amortization, depreciation and impairment

Amortization, depreciation and impairment mainly include amortization of intangible assets and depreciation of property, plant and equipment of EUR 301k.

Other operating expenses

Other operating expenses of EUR 4,665k include exchange losses of EUR 247k and additions to specific bad debt allowances of EUR 667k.

Other disclosures

Contingent liabilities

In the prior year, Greencells GmbH was liable for a contractual obligation of Polar Beteiligungs GmbH, Husum, totaling EUR 102k. The corresponding claim has been withdrawn.

As a result of the same matter, the Company is now liable for potential obligations of the Polish subsidiaries of Polar Beteiligungs GmbH, Husum, amounting to EUR 84k. No claims are currently expected.

Under the warranty arrangements for construction projects customary in the industry, the Company is liable for completed construction projects for a period of two years after the completion of the project under the terms of the contract. Any possible monetary obligations from these contracts in respect of potential damage or repair work are covered by extended cover under an assembly insurance policy for construction projects.

The risk of claims relating to the above contingent liabilities is assessed as follows:

The risk of a claim relating to the guarantee for affiliates' liabilities to banks is deemed to be low because of these subsidiaries' good assets, liabilities, financial position and financial performance.

Other financial obligations

Other financial obligations break down as follows:

	up to one year EUR k
Rent	71
Insurance	189
Leases	15
Total	275

As of the reporting date there are forward exchange contracts to sell MYR for USD in the amount of USD 23,900,749.64.

There are no financial obligations due in more than one year.

Total management remuneration

With reference to the protective clause afforded by Sec. 314 (3) in conjunction with Sec. 286 (4) HGB, the Company did not disclose total management remuneration.

Employees

Average number of persons employed by the consolidated companies during the fiscal year:

Full-time employees	158
Part-time employees	31
	189

Audit and consulting fees

The Group auditor's total fees for the fiscal year amount to EUR 69k.

Subsequent events

At the time of preparing the consolidated financial statements, a retrospective classification of the effects of the coronavirus crisis on business activities is required. Overall, the Company has been able to react well to the changes caused by Covid-19 until now, as a result of which the growth trajectory from fiscal year 2019 can be continued in fiscal year 2020 despite very difficult conditions.

Bottlenecks and price hikes with regard to goods delivered from China, in particular the Hubei province, where almost all large module producers are located, were minimized or prevented at an early stage with the help of appropriate measures. The very close, trusting and long-standing cooperation between Greencells GmbH and its suppliers has played a key role. The first travel and entry restrictions were compensated for by the use of modern communication technology at the end of 2019. At the time of preparing the consolidated financial statements, all planned projects and projects under construction were running on schedule despite the coronavirus. Overall, the Company's financial situation remained positive.

Notes to the consolidated cash flow statement

The development of working capital had a particularly positive impact on **cash flow from operating activities** (up EUR 12,142k).

Cash and cash equivalents of EUR 6,549k are composed of the cash and cash equivalents of the individual group companies.

Cash flow from investing activities of EUR -13,717k largely stemmed from the investment in an entity of the Greencells GmbH Group, which was included in the consolidated financial statements at equity.

Cash flow from financing activities came to EUR 5,845k in the fiscal year.

Notes to the consolidated statement of changes in equity

As of 31 December 2019 the item profit carried forward stood at EUR 1,711k and the consolidated net income for the year stood at EUR 2,370k.

Proposal for the appropriation of profit

The parent company's management board proposes carrying forward the net retained profit Greencells GmbH of EUR 4,589k to new account.

Saarbrücken, 8 October 2020

Andreas Hoffmann
General manager

Attachment to the notes

Greencells GmbH, Saarbrücken
Consolidated statement of changes in fixed assets for fiscal year 2019

	Acquisition and production cost							Accumulated amortization, depreciation and impairment						Book values
	1 Jan 2019	Currency change	Change in the basis of consolidation	Additions	Disposals	Reclassifications	31 Dec 2019	1 Jan 2019	Currency change	Change in the basis of consolidation	Additions	Disposals	31 Dec 2019	31 Dec 2019
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
I. Intangible assets														
1. Purchased franchises, industrial and similar rights and assets, and licenses in such rights and assets	52,614.43	-22.32	-3,706.98	2,186.55	11,256.33	0.00	39,815.35	33,856.72	-9.03	-790.73	11,642.72	9,699.33	35,000.35	4,815.00
2. Goodwill	538,243.44	0.00	145,001.76	0.00	0.00	0.00	683,245.20	0.00	0.00	0.00	116,666.59	0.00	116,666.59	566,578.61
	590,857.87	-22.32	141,294.78	2,186.55	11,256.33	0.00	723,060.55	33,856.72	-9.03	-790.73	128,309.31	9,699.33	151,666.94	571,393.61
II. Property, plant and equipment														
1. Land, land rights and buildings, including buildings on third-party land	71,663.45	359.94	0.00	257.41	0.00	38,071.96	110,352.76	46,952.45	0.00	0.00	24,710.00	0.00	71,662.45	38,690.31
2. Plant and machinery	388,973.77	0.00	-3,995.48	8,646.43	0.00	0.00	393,624.72	334,141.77	0.00	0.00	22,854.95	0.00	356,996.72	36,628.00
3. Other equipment, furniture and fixtures	904,670.52	33.40	463.89	96,438.32	283,730.15	0.00	717,875.98	608,197.05	13.34	290.87	125,183.15	272,738.36	460,946.05	256,929.93
4. Prepayments and assets under construction	781,040.69	7,086.34	-721,768.54	0.00	25,262.77	-38,071.96	3,023.76	0.00	0.00	0.00	0.00	0.00	0.00	3,023.76
	2,146,348.43	7,479.68	-725,300.13	105,342.16	308,992.92	0.00	1,224,877.22	989,291.27	13.34	290.87	172,748.10	272,738.36	889,605.22	335,272.00
III. Financial assets														
1. Equity investments														
a) in associates	11.07	302,227.35	0.00	13,730,902.71	129,804.32	0.00	13,903,336.81	0.00	0.00	0.00	1,228.10	0.00	1,228.10	13,902,108.71
b) other	38,405.74	0.00	0.00	0.00	0.00	0.00	38,405.74	0.00	0.00	0.00	0.00	0.00	0.00	38,405.74
	38,416.81	302,227.35	0.00	13,730,902.71	129,804.32	0.00	13,941,742.55	0.00	0.00	0.00	1,228.10	0.00	1,228.10	13,940,514.45
	2,775,623.11	309,684.71	-584,005.35	13,838,431.42	450,053.57	0.00	15,889,680.32	1,023,147.99	4.31	-499.86	302,285.51	282,437.69	1,042,500.26	14,847,180.06

Translation from the German language

Exhibit 6

Group management report for the Greencells Group for 2019

Contents

Page

I. Report on economic position

1. Macroeconomic and sector-specific environment

According to the International Monetary Fund (IMF), the global economy grew at a weaker rate in 2019 (2.9%) than in the prior year (2018: 3.6%). Overall growth in the EU also slowed to just 1.2%. In Germany, the economic growth of 0.5% was one percentage point below the prior year. (IMF, 2020)

The reason for the ongoing weak general economic situation was a global slowdown in industry and global trade, which also continued at the end of the year. (Deutsche Bundesbank, 2020)

The economic weaknesses of three key economies in particular were decisive for the decline in the global economy: the Chinese, the US and the Indian economies recorded a noticeable downturn in 2019 compared to the prior year. (IMF, 2020)

The change in India, a 2.0% decrease, was the most significant. Both China with growth of 6.1% (2019) compared to 6.6% (2018) and the US (2.3% (2019) compared to 2.9% (2018)) failed to continue the positive trend from the prior year. (IMF, 2020)

This development was intensified by increasing geopolitical uncertainty. Examples of this include the disputes between the US and Iran and the resulting uncertainties in the Middle East as well as the constantly deteriorating trade relations of the US with its global partners, in particular the tariffs conflict with China. (IMF, 2020)

Political reasons for the economic weakness of the EU are for instance the long-winded and uncertain Brexit negotiations and the ongoing political upheaval in Italy (only 0.2% growth in 2019 compared to 0.5% in 2018). (IMF, 2020) (Deutsches Institut für Wirtschaft, 2020) (Informationsdienst der deutschen Wirtschaft, 2019)

Developing and emerging economies also saw a decrease in growth by 0.8% compared to the prior year. While the economies of these countries had grown by 4.5% in 2018, growth only came to 3.7% in 2019. Here, the aforementioned international trade upheaval and political uncertainty play a decisive role on top of country-specific reasons. (IMF, 2020) (Center for Research on Globalization, 2019)

Only Africa saw stable and in some cases even a slight increase in growth compared to the prior year. (IMF, 2020)

1.1. Economic conditions in the industry

The past year represented a further milestone for the competitiveness of photovoltaics in relation to conventional energy carriers. This is manifested in the fact that power generation from solar energy recorded the largest capacity growth of all forms of energy generation in the European Union in 2019. (SolarPower Europe, 2020)

In many countries, such as Germany, Italy, the UK, Spain, Portugal and Greece, photovoltaics are already competitive.

According to a report by the European Technology and Innovation Platform for Photovoltaics (“ETIP PV”), this continues to be attributable to the constantly improving price and cost structure. Thus, electricity can be generated in a Northern European city such as Helsinki for EUR 0.05 per kWh and in a Southern European metropolis such as Malaga for as little as EUR 0.03 per kWh.

The positive trend will probably continue until 2050 and will allow for price decreases to EUR 0.02 per kWh in Helsinki and EUR 0.01 per kWh in Malaga. (SolarPower Europe, 2020)

This development shows that solar energy will be competitive in the long term even without public funding.

The global need for using solar energy is demonstrated by the fact that countries such as China are still generating increasing volumes of energy from coal although they have undertaken to decrease CO_2 emissions as part of the international efforts for environmental protection.

As the expansion of renewable energies and thus of solar energy in China cannot keep pace with growth of the population’s energy consumption, a further intensification of efforts and the expansion of renewable energies is needed. (Ember Global Electricity Review, 2020)

1.2. Industry development

According to the independent “Ember” climate think tank, the global additions of (PV) systems came to 115 GW, corresponding to growth of 18% compared to the prior year. (Ember Global Electricity Review, 2020)

The expansion in the European Union in particular was extraordinarily strong, which was reflected in growth of 104% compared to 2018 and the installation of additional total output of 16.7 GW. (SolarPower Europe, 2020)

While Asia still recorded the highest growth globally (2019: 30 GW) ahead of the European Union, there was a change in the lead within the European Union. (Ember Global Electricity Review, 2020)

With the installation of additional total output of 4.7 GW DC (based on 3.9 GW AC), Spain became Europe's largest solar market for the first time, relegating Germany to second place (4 GW). In third place are the Netherlands, currently one of the key markets of Greencells GmbH. Here, 2.5 GW was added. (SolarPower Europe, 2020)

More and more member states of the EU are relying on cost-effective and reliable solar energy in order to achieve their climate policy commitments. Even though the national TOP 5 EU markets continue to be responsible for 75% of the growth in solar and the TOP 10 markets for 93%, there is an unmistakable trend towards solar energy throughout the whole of Europe. 26 of 28 EU member states installed more capacity in 2019 than in the prior year. (SolarPower Europe, 2020)

The "SolarPower Europe" umbrella association of the European solar industry therefore forecasts for the coming years that the market will continue to develop positively with constant growth in installed output. The 20 GW mark will be surpassed in Europe in 2020 and the 25 GW mark in 2022/23. (SolarPower Europe, 2020)

Globally, the picture is less homogenous. While growth in India and the US noticeably increased by 36% and 56% compared to the prior year, albeit not as strong as in the EU, China surprisingly suffered a decline. While 44.2 GW had still been installed in 2018, the figure decreased significantly to 33.0 GW in 2019. It was only thanks to the strength of the three markets mentioned above that this decrease could be absorbed. (Ember Global Electricity Review, 2020)

1.3. Political framework

In the face of the increasing scarcity of fossil fuels and their negative impact on the environment as well as the reduced usage of nuclear fuel, the expansion of power generation through renewable energies remains the only option.

The requirements of the annual World Climate Conference and the European directive 2009/28/EC are to expand the share of renewable energies in the total energy consumption to 27% by 2030.

Despite the aforementioned joint framework agreement, global energy transformation changed politically in 2019. The formal exit of the US from the Paris Climate Agreement led to uncertainty regarding the global implementation of the goals. The political tendencies also changed in other countries, confronting the expansion of the renewable energies with stronger counter movements and thus greater effort and longer time horizons.

The change in the situation is evident from the results of the most recent COP25 Climate Change Conference in Madrid in December 2019. While the heads of state and government of the signatory countries of the UN Framework Convention on Climate Change (UNFCCC) in 2018 in Katowice, Poland, agreed on a joint framework to practically implement the goals of the Paris Climate Agreement, COP25 ended without an agreement and concrete results. (Schweizer Radio und Fernsehen, 2019)

It remains to be seen whether COP26 in Glasgow in November 2020 will see a more significant political movement towards real climate protection and thus a real energy transition.

2. Business development and situation

2.1. Effects on the development of the industry and business

2019 was a challenging year for the Greencells Group.

Established institutions such as the European association Solar Power Europe had also forecast a continuation of the growth of the global solar industry in 2019.

For the Company, fiscal year 2019 commenced with high order backlog and an overall positive outlook.

Right at the beginning of 2019, projects in markets such as Hungary and the Netherlands were successfully commenced or continued and completed after starting construction at the end of 2018.

These successful market entries are to be considered as a huge success because of the great uncertainty and risks encountered there.

Besides the successful entry in new markets, the market presence in existing markets, especially in Europe, was expanded further. The construction of the largest solar park in the Netherlands is to be mentioned as a special achievement; this was realized for the customer Astronergy by the Greencells Group together with Goldbeck as its partner.

The continuation of the Pekan project in Malaysia is also worth mentioning, which was postponed to 2020 due to changes in project financing. The start of construction on the project in the second half of the reporting year was financed using the capital provided to the project company and the continuation of the construction project was secured by the construction financing arrangement concluded at the start of 2020.

Four Dutch and three Hungarian projects with an overall output of 204 MW were successfully commissioned by the end of 2019.

The O&M (Operations & Maintenance) division continued to record slight increases in 2019. At year-end, Greencells GmbH supported a plant portfolio of 250 MWp.

The plants put into operation in fiscal year 2019 will save more than 3.9 million metric tons of CO_2 over their expected lives of 20 years (based on average brown coal emissions).

2.2 Significant events in the fiscal year

The continued trade dispute between US President Donald Trump and the People's Republic of China is considered to be a globally important event in fiscal year 2019. The resulting increasing uncertainty on the global market was also noticeable in the global solar industry. Trade restrictions and punitive tariffs on Chinese goods directly or indirectly affect module manufacturers or manufacturers of inverters such as Huawei.

The resulting uncertainty and risks are reflected in postponements and increasing construction and procurement costs. However, the effects of these negative global developments for the Greencells Group were identified at an early stage and kept to a minimum thanks to a broad supplier portfolio and high speed of adjustment in its risk management.

The postponement of the large 43.9 MW project in Pekan/Malaysia to the following fiscal year had a significant impact on the net income/net loss for the year of the Greencells Group. The originally planned project financing with the aid of a sukuk became more and more complex over time and created major challenges for the local Malaysian financing partner. This is why an alternative financing solution was developed and implemented at the end of 2019. Having secured the full financing for the project in this way, the financial close was achieved at the start of 2020. At the time of preparing the report construction progress was around 65%, meaning that a large part of the work had already been completed. Therefore, it is planned that the profit contribution of the project expected in the net income/net loss for 2019 will be realized accordingly in the net income/loss for 2020.

2.3. Assets and liabilities

	31 Dec 2019	
	EUR k	%
COMPOSITION OF ASSETS		
Long-term assets		
Fixed assets		
Intangible assets	571	1.5
Property, plant and equipment	335	0.9
Equity investments	13,941	36.0
	14,847	**38.3**
Medium and short-term assets		
Current assets		
Inventories	8,251	21.3
Trade receivables	4,618	11.9
Receivables from related parties	3,193	8.2
Other assets, prepaid expenses	1,281	3.3
Cash and cash equivalents	6,549	16.9
	23,892	**61.7**
Total assets	**38,739**	**100.0**

Total assets as of 31 December 2019 amount to EUR 38,739k and are mainly composed of an equity investment in a Malaysian project company of EUR 13,902k (thereof capital increase of EUR 13,730k in the current fiscal year), inventories (EUR 8,251k) and cash and cash equivalents of EUR 6,549k.

	31 Dec 2019	
	EUR k	%
COMPOSITION OF EQUITY AND LIABILITIES		
Equity		
Capital stock	42	0.1
Capital reserves	5,313	13.7
Currency translation	54	0.1
Consolidated net retained profit	4,081	10.6
	9,490	**24.5**
Medium[1] and short-term capital		
Provisions	2,548	6.6
Liabilities to banks	78	0.2
Trade payables	5,861	15.1
Liabilities to related parties	19,426	50.2
Other liabilities	1,336	3.4
	29,249	**75.5**
Total equity and liabilities	**38,739**	**100.0**

[1] medium-term defines capital due in between one and five years

The Group's equity ratio stands at 24.5%.

On the liabilities side, a large proportion of provisions is attributable to tax provisions (EUR 1,277k).

Liabilities to related parties largely result from the settlement of a project in Malaysia, for which local companies executed the EPC contract.

2.4. Financial performance

	Fiscal year
	EUR k
Operating performance	**85,065**
Operating expenses	
Cost of materials	68,882
Personnel expenses	6,148
Amortization, depreciation and impairment	301
Other operating expenses	4,665
Taxes (other than income taxes)	28
= Operating expenses	**80,024**
Operating result/EBIT	**5,041**
Income taxes	-1,200
Financial result	-1,471
Net income for the year	**2,370**

The Greencells Group generated **operating performance** (revenue, decrease in inventories of work in process and other operating income) of EUR 85,065k. Several projects were implemented in fiscal year 2019, most of which were also completed. As previously mentioned, in particular the market development in the Netherlands had a positive effect on revenue.

Cost of materials amounted to EUR 68,882k.

Personnel expenses in the fiscal year amounted to EUR 6,148k. To ensure the further development of the Company, the Greencells Group made significant investments in the recruitment of highly qualified staff. This was particularly the case in the legal and sales areas as well as in the area of international accounting.

In the past fiscal year, the Company generally offered more employees permanent positions and, in return, reduced the number of freelancers.

Overall, the Greencells Group had an average of 189 employees in 2019, of which 158 were full-time employees.

Amortization, depreciation and impairment amounted to EUR 301k, other operating expenses amounted to EUR 4,665k.

Thus, the Group generated **operating profit/EBIT** of EUR 5,041k.

After deducting **income taxes** (EUR 1,200k) and the negative **financial result** (largely interest expenses for project financial of EUR 1,471k), this results in **net income for the year** of EUR 2,370k.

2.5. Financial position

Please refer to the separate consolidated cash flow statement for information on the financial position.

The **cash flow** statement and the items derived therefrom are calculated on the basis of GAS 21.

The Company generated positive **cash flow from operating activities** of EUR 12,142k in the reporting year, partly from the positive net income for the year. In this regard, the development of working capital also had a particularly positive impact on cash flow from operating activities.

Cash flow from investing activities of EUR -13,717k was largely a result of the capital contributions at the Malaysian project company (Halpro Engineering).

Cash flow from financing activities amounted to EUR 5,845k as of the reporting date. Financing mainly took place via short- and medium-term loans from entities in the sister group Greencells Group Holdings Limited, Abu Dhabi, United Arab Emirates.

Financial management is geared towards always settling liabilities within the payment period and collecting receivables within the payment terms.

Liabilities to banks from project financing were largely repaid before the reporting date. Overall, there were further credit facilities at banks for operating resources and project financing in the amount of EUR 3,570k.

Our financial position can be described as very stable.

2.6. Financial performance indicators

Management mainly uses the key performance indicators “return on sales” and “cash flow from operating activities” for internal corporate management.

Return on sales is calculated using the ratio of EBIT to revenue, in the reporting year this stood at +6%.

Cash flow from operating activities is calculated by determining the sum of net income/loss for the year, amortization, depreciation and impairment, the interest result and changes in provisions, inventories, receivables, other assets and other non-cash income/expenses. In the reporting period, the Company generated positive cash flow from operating activities of EUR 12,142k.

II. Risk and opportunities report

1. Risk report

The objective of risk management is to identify risks at an early stage in order to be able to evaluate and, where applicable, avert or mitigate them.

The Greencells Group identifies, evaluates, monitors and manages risks associated with business activities in the context of the entire business process, in particular within its control system.

To ensure a positive business development, the Greencells Group has to keep a close eye on the following risks:

1.1 Warranty risks

There are **warranty risks** in the areas of engineering, procurement and construction (EPC) and general contractors (GC) as well as in relation to turnkey solar systems sold to third parties.

If claims are asserted against the Greencells Group, the Company can pass on the majority of claims in this component area to manufacturers. In addition, the Company hedges against further risks via various insurance policies, e.g., assembly insurance.

Contractually agreed sign-off procedures are carried out as early as the construction phase and, in particular, during the handover to customers. These are generally accompanied by

external specialists, resulting in a high degree of security with regard to the quality of the work.

For this reason, management considers the likelihood of occurrence and the potential loss caused by warranty risks to be low.

1.2 Currency risks

Possible **currency risks** may arise in connection with projects that are not based in the euro currency area. Therefore, the internal finance division examines every project in advance and puts forward structuring recommendations. Generally, we aim to mitigate risks via natural hedges.

We also examine whether hedging via appropriate measures is necessary and economical for project-related currency risks.

On account of the low inventory levels, there are no risks arising from potential losses in value of stored solar modules as of the reporting date.

1.3 Quality risks

High quality standards require carefully selected, efficient suppliers. The development of new business relations with suppliers takes place via personal contacts and the expansion of well-established business relationships.

Ongoing market monitoring as well as our broad positioning in the area of procurement and our intensive contact with international suppliers will enable us to continuously identify any

temporary procurement risks at an early stage and to counter these using target-oriented measures.

The procurement process based on ISO 9001 enables quality assurance in the selection of key components.

To ensure product quality and stabilize supply chains, the Greencells Group works exclusively with suppliers whose dependability has been confirmed by reliable references or by many years of successful cooperation.

This always involves observing local markets, in particular with regard to their specific requirements. International partners and local organizations support our strong QM team with specific issues.

1.4 Process-oriented risks and risks arising from operating activities

A substantial risk in the project business is the timely completion of the plants.

Delays in construction activities could lead to a delay in the plants being connected to the grid and claims for penalty payments against an entity in the Group.

The Company meets these complex requirements with the help of comprehensive project management and the ongoing optimization of internal processes with regard to the rapidly changing business environment.

Risks arising from supply bottlenecks can almost completely be ruled out, as only standard products are used in order to avoid product shortages in the event of rising demand.

1.5 Financial risks

The financing of projects poses a risk to the future development of the Company, in particular if cash flows do not occur as planned.

The aim is to set up projects that are at least cash-neutral in order to mitigate this risk. The internal finance division is involved in the structuring of projects at an early stage. Detailed cash flow planning at project level which, in turn, is integrated into the rolling cash flow planning of the Company, serves as a reliable management and monitoring tool.

In addition to credit lines with banks, the Greencells Group has significantly increased guarantees with various national and international partners. These can be drawn down on a revolving basis.

Moreover, payment guarantees and assignments are required for business with investors and EPC customers, in particular in developing and emerging economies, to avoid payment defaults.

Defaults on receivables within the Company are mitigated by means of adequate receivables management and contingency insurance.

Our Company has a financially solvent customer base, due to which no significant defaults on receivables were recorded in the past fiscal years.

On the basis of a liquidity plan that is updated daily and comprises all earnings and expenses, we ensure that all planned payment obligations can be fulfilled by their due date.

1.6 Market-related risks

Market-related risks may arise if projects, for which planning and selling expenses have already been incurred, cannot be realized until a later date, if at all.

To secure the ability of each affiliate and therefore the Group to continue as a going concern, these entrepreneurial risks are accepted to a reasonable extent, but are closely monitored and actively managed on an ongoing basis.

Since the Company was founded, international markets have been continuously monitored and risks and opportunities of each market entry have been carefully examined.

Thus, management deems market-related risks to be low.

1.7 Tax risks

Greencells GmbH and its subsidiaries operate globally in many countries and are therefore subject to various legal provisions and tax field audits. Any amendments to legal provisions, court rulings and differing legal interpretations by tax authorities – in particular in relation to cross-border transactions – are monitored on an ongoing basis by the tax department and tax advisors and experts are involved when required. Based on the current situation in terms of assessment and interpretation in the individual countries, management assumes that there is a low risk.

2. Opportunities report

The foundation of the Greencells Group's economic activities is a market that has shown constant growth in recent years and that will experience steady growth in the coming years and decades according to the International Energy Agency.

(Source: https://www.energie-und-management.de/nachrichten/wirtschaft/beratung-studien/detail/iea-sieht-windkraft-und-solarenergie-auf-der-ueberholspur-127893).

The Greencells Group has identified target markets in countries within Europe as well as in Southeast Asia and the US.

In particular, the strategic preparation in new markets and the steadily falling system costs result in a sustainable order situation, which outweighs the aforementioned uncertainties. (Source: http://pvinsights.com)

Key criteria for identifying opportunities in our target markets include steady economic growth, political stability, above-average governance indicators and, not least, a growing market for renewable energies. These factors are all recorded and assessed in the context of an internal **risks and opportunities analysis**. This involves considering and comparing industry-specific factors, such as the quality of the local power grid or current feed-in tariffs, as well as political and financial factors, including the level of corruption in the relevant country or credit ratings. Subsequently, a summary of all findings is submitted to the shareholders for final decision making.

Europe

The European Parliament promotes the use of energy from renewable sources with ambitious guidelines to ensure that the EU-wide environmental policy targets can be met.

The goal is to achieve a reduction in greenhouse gas emissions of 40% by 2030.

For this reason, many EU member states have decided to stop using carbon-based fuel for power generation as well as nuclear energy. This significantly increases the potential and opportunities for the expansion of renewable energies within Europe.

However, the European solar market is subject to constant change and very diverse, country-specific developments. The Greencells Group tries to respond to these changes with new market entries and local presence in the respective countries.

Southeast Asia

Most of the Southeast Asian economies have grown exponentially in the past three decades.

The industrialization of this region has led to a high level of urbanization and, as a result, to a strong increase in energy demand.

Southeast Asia is still heavily dependent on fossil fuel. Energy supply and demand nevertheless still remain unbalanced.

The region has a very wide range of renewable energy sources, which have to be exploited in the future to be able to address climate change in accordance with the targets of the Paris Climate Agreement.

Countries in Southeast Asia also receive support from international organizations to speed up the switch to renewable energies.

Local political decision-makers of the majority of countries in this region have already set ambitious targets to be met by 2030.

Many countries, such as Malaysia, have initiated tendering processes and created standardized project development processes to awaken the interest of international investors.

US

Despite the lack of solar and climate-friendly policies of the current US government, which initiated the withdrawal from the international climate agreement, among other things, there are great opportunities, in particular at the level of individual states. A potential policy change following the US presidential election at the end of 2020 would provide further impetus, making the US solar market one of the markets with the most opportunities and largest potential worldwide. Thus, the Greencells Group already operates in the US and is developing its first projects in cooperation with local partners to ensure good starting conditions in advance.

Other developments

Due to the early development of an international sales structure and the success of many projects in Europe, the Middle East and Southeast Asia, the Greencells Group has established itself as an internationally sought-after partner for the planning and construction of solar parks.

On account of realistic earnings that are guaranteed within a reasonable period of up to 30 years, the market sector of renewable energies is also very interesting for investors.

These investments are therefore perceived as an alternative to equity and real estate funds.

In addition, many national subsidy instruments have been developed to promote the increase in the share of renewable energies in the worldwide energy mix and to enable the realization of projects.

In addition to the construction of solar parks, there are now many requests from investors to launch solar funds for such markets together with the Greencells Group.

Impact of the global coronavirus pandemic since the end of 2019/start of 2020:

At the time of preparing this report, a retrospective classification of the effects of the corona crisis on the business activities of the Greencells Group is required. Overall, the Company has been able to react well to the changes caused by Covid-19 until now, as a result of which the growth trajectory from fiscal year 2019 can be continued despite very difficult conditions in fiscal year 2020.

Bottlenecks and price increases with regard to goods delivered from China, in particular the Hubei province, where almost all large module producers are located, were minimized or prevented at an early stage with the help of appropriate measures. The very close, trusting and long-standing cooperation between the Greencells Group and its suppliers has played a key role. The first travel and entry restrictions were compensated for by the use of modern communication technology at the end of 2019.

At the time of preparing this report, the majority all planned projects and projects under construction in Europe were running on schedule despite the coronavirus crisis. Negative developments can be seen in the US and MEA. In these regions, projects have been pushed back significantly in some cases until next year. Construction work on the aforementioned project in Malaysia was delayed by the local “Movement Control Order” (MCO) imposed by the government, as it was not possible to work on the construction site between March 2020 and June 2020. However, since it was possible to make the deliveries planned for this period, it was possible to make up for part of the delay to construction by working additional hours after the easing of the MCO. However, these delays did not give rise to any major risks as we were able to agree with the grid operator that this constituted a force majeure event, and consequently the delay is not expected to lead to any penalty payments.

III. Outlook

1. Future macroeconomic conditions for the photovoltaic industry

The core business of the Greencells Group comprises a market, which management expects will be characterized by steady future growth.

According to the business and management consultant Deloitte, solar and wind power now belong to the world's most economical sources of energy. Thanks to ongoing technological developments and decreasing production costs, their potential has not yet been fully exploited. **Invalid source specified.**

In addition to the decrease in production costs, in management's view the main driving force will include environmental policy targets set by a large international community at the Paris UN Climate Conference in 2015, which are gradually being joined by additional countries.

These developments should also help emerging markets facilitate the expansion of renewable energies in their countries.

According to calculations published by the International Monetary Fund (IMF), growth of 4.5% is forecast for these countries.

Blomberg New Energy Finance (BNEF) anticipates that solar plants and wind farms will have a market share of around 50% by 2050. At the same time, BNEF forecasts that production costs will decrease by 70% by this point in time (BNEF, New Energy Outlook 2018).

In the Benelux countries, Austria, Greece and Western Balkan countries, such as Croatia and Serbia, where management feels that no effort has been made so far, governments are starting to provide impetus through auctions for an energy industry with reduced CO_2 emissions.

Management believes that this will result in additional market opportunities in the European environment of the Group.

2. Forecast development of revenue and earnings

In fiscal year 2020, management expects to generate revenue similar to 2019 and EBIT of EUR 1.9m. Return on sales will likely decline. This is partly due to the increased costs on account of the coronavirus measures.

We expect neutral to slightly positive cash flow from operating activities.

On the whole, for the current and following fiscal year in both cases management expects a positive consolidated net income.

3. Overall assessment

Due to the falling production cost of photovoltaic systems, global demand reaccelerated noticeably. In management's view, the increasing phase-out of fossil fuels and the strong fluctuations in the price of oil have raised the appeal of photovoltaic projects for investors.

Since the start of fiscal year 2020, the Greencells Group has projects with a total volume of 400 MW in preparation and, as EPC/GC, has been awarded the contract for their construction.

The construction of these projects will start within 12 months of the end of fiscal year 2019.

Thus, a further increase in revenue of up to 30% per year for the years after 2020 is anticipated and management believes that the Group will be able to remain on a stable course for growth despite the uncertainties mentioned above.

Headcount is expected to increase by around 10% to 15% in the next fiscal year.

Overall, the Group's risk profile has not changed significantly compared to the prior year.

On the back of the construction projects that have already been executed, the Greencells Group fulfills the requirements and has the experience required to realize large global projects.

The Group, with its entities, can therefore engage in commercial activity with credentials of completed projects and corresponding evidence for the performance of the plants.

Orders that have already been placed as well as continuous inquiries and negotiations with investors all show that the Greencells Group is able to further expand its international market share beyond the borders of Europe.

There are currently no discernible risks that could jeopardize the ability of either an individual entity within the Group or the Group as a whole to continue as a going concern.

Overall, management expects the Group to develop positively in the coming years.

Saarbrücken, 8 October 2020

Andreas Hoffmann
General manager

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Engagement Terms, Liability and Conditions of Use

We, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, conducted our audit of this financial reporting on behalf of the Company. Besides satisfying the legal disclosure requirement (Sec. 325 HGB [“Handelsgesetzbuch”: German Commercial Code]) for statutory audits, the audit opinion is addressed exclusively to the Company and was issued for internal purposes only. It is not intended for any other purpose or to serve as a decision-making basis for third parties. The result of voluntary audits summarized in the audit opinion is thus not intended to serve as a decision-making basis for third parties and must not be used for purposes other than those intended.

Our work is based on our engagement agreement for the audit of these financial statements including the “General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften” [German Public Auditors and Public Audit Firms] as issued by the Institute of Public Auditors in Germany [“Institut der Wirtschaftsprüfer”: IDW] on 1 January 2017.

To clarify, we point out that we assume no responsibility, liability or other obligations towards third parties unless we have concluded a written agreement to the contrary with the respective third party or liability cannot effectively be precluded.

We make express reference to the fact that we will not update the audit opinion to reflect events or circumstances arising after it was issued, unless required to do so by law.

It is the sole responsibility of anyone taking note of the summarized result of our work contained in this audit opinion to decide whether and in what way this information is useful or suitable for their purposes and to supplement, verify or update it by means of their own review procedures.

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[Translator's notes are in square brackets]

General Engagement Terms
for
Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften
[German Public Auditors and Public Audit Firms]
as of January 1, 2017

1. Scope of application

(1) These engagement terms apply to contracts between German Public Auditors (*Wirtschaftsprüfer*) or German Public Audit Firms (*Wirtschaftsprüfungsgesellschaften*) – hereinafter collectively referred to as "German Public Auditors" – and their engaging parties for assurance services, tax advisory services, advice on business matters and other engagements except as otherwise agreed in writing or prescribed by a mandatory rule.

(2) Third parties may derive claims from contracts between German Public Auditors and engaging parties only when this is expressly agreed or results from mandatory rules prescribed by law. In relation to such claims, these engagement terms also apply to these third parties.

2. Scope and execution of the engagement

(1) Object of the engagement is the agreed service – not a particular economic result. The engagement will be performed in accordance with the German Principles of Proper Professional Conduct (*Grundsätze ordnungsmäßiger Berufsausübung*). The German Public Auditor does not assume any management functions in connection with his services. The German Public Auditor is not responsible for the use or implementation of the results of his services. The German Public Auditor is entitled to make use of competent persons to conduct the engagement.

(2) Except for assurance engagements (*betriebswirtschaftliche Prüfungen*), the consideration of foreign law requires an express written agreement.

(3) If circumstances or the legal situation change subsequent to the release of the final professional statement, the German Public Auditor is not obligated to refer the engaging party to changes or any consequences resulting therefrom.

3. The obligations of the engaging party to cooperate

(1) The engaging party shall ensure that all documents and further information necessary for the performance of the engagement are provided to the German Public Auditor on a timely basis, and that he is informed of all events and circumstances that may be of significance to the performance of the engagement. This also applies to those documents and further information, events and circumstances that first become known during the German Public Auditor's work. The engaging party will also designate suitable persons to provide information.

(2) Upon the request of the German Public Auditor, the engaging party shall confirm the completeness of the documents and further information provided as well as the explanations and statements, in a written statement drafted by the German Public Auditor.

4. Ensuring independence

(1) The engaging party shall refrain from anything that endangers the independence of the German Public Auditor's staff. This applies throughout the term of the engagement, and in particular to offers of employment or to assume an executive or non-executive role, and to offers to accept engagements on their own behalf.

(2) Were the performance of the engagement to impair the independence of the German Public Auditor, of related firms, firms within his network, or such firms associated with him, to which the independence requirements apply in the same way as to the German Public Auditor in other engagement relationships, the German Public Auditor is entitled to terminate the engagement for good cause.

5. Reporting and oral information

To the extent that the German Public Auditor is required to present results in writing as part of the work in executing the engagement, only that written work is authoritative. Drafts are non-binding. Except as otherwise agreed, oral statements and explanations by the German Public Auditor are binding only when they are confirmed in writing. Statements and information of the German Public Auditor outside of the engagement are always non-binding.

6. Distribution of a German Public Auditor's professional statement

(1) The distribution to a third party of professional statements of the German Public Auditor (results of work or extracts of the results of work whether in draft or in a final version) or information about the German Public Auditor acting for the engaging party requires the German Public Auditor's written consent, unless the engaging party is obligated to distribute or inform due to law or a regulatory requirement.

(2) The use by the engaging party for promotional purposes of the German Public Auditor's professional statements and of information about the German Public Auditor acting for the engaging party is prohibited.

7. Deficiency rectification

(1) In case there are any deficiencies, the engaging party is entitled to specific subsequent performance by the German Public Auditor. The engaging party may reduce the fees or cancel the contract for failure of such subsequent performance, for subsequent non-performance or unjustified refusal to perform subsequently, or for unconscionability or impossibility of subsequent performance. If the engagement was not commissioned by a consumer, the engaging party may only cancel the contract due to a deficiency if the service rendered is not relevant to him due to failure of subsequent performance, to subsequent non-performance, to unconscionability or impossibility of subsequent performance. No. 9 applies to the extent that further claims for damages exist.

(2) The engaging party must assert a claim for the rectification of deficiencies in writing (*Textform*) [*Translators Note: The German term "Textform" means in written form, but without requiring a signature*] without delay. Claims pursuant to paragraph 1 not arising from an intentional act expire after one year subsequent to the commencement of the time limit under the statute of limitations.

(3) Apparent deficiencies, such as clerical errors, arithmetical errors and deficiencies associated with technicalities contained in a German Public Auditor's professional statement (long-form reports, expert opinions etc.) may be corrected – also versus third parties – by the German Public Auditor at any time. Misstatements which may call into question the results contained in a German Public Auditor's professional statement entitle the German Public Auditor to withdraw such statement – also versus third parties. In such cases the German Public Auditor should first hear the engaging party, if practicable.

8. Confidentiality towards third parties, and data protection

(1) Pursuant to the law (§ [Article] 323 Abs 1 [paragraph 1] HGB [German Commercial Code: *Handelsgesetzbuch*], § 43 WPO [German Law regulating the Profession of Wirtschaftsprüfer: *Wirtschaftsprüferordnung*], § 203 StGB [German Criminal Code: *Strafgesetzbuch*]) the German Public Auditor is obligated to maintain confidentiality regarding facts and circumstances confided to him or of which he becomes aware in the course of his professional work, unless the engaging party releases him from this confidentiality obligation.

(2) When processing personal data, the German Public Auditor will observe national and European legal provisions on data protection.

9. Liability

(1) For legally required services by German Public Auditors, in particular audits, the respective legal limitations of liability, in particular the limitation of liability pursuant to § 323 Abs. 2 HGB, apply.

(2) Insofar neither a statutory limitation of liability is applicable, nor an individual contractual limitation of liability exists, the liability of the German Public Auditor for claims for damages of any other kind, except for damages resulting from injury to life, body or health as well as for damages that constitute a duty of replacement by a producer pursuant to § 1 ProdHaftG [German Product Liability Act: *Produkthaftungsgesetz*], for an individual case of damages caused by negligence is limited to € 4 million pursuant to § 54 a Abs. 1 Nr. 2 WPO.

(3) The German Public Auditor is entitled to invoke demurs and defenses based on the contractual relationship with the engaging party also towards third parties.

(4) When multiple claimants assert a claim for damages arising from an existing contractual relationship with the German Public Auditor due to the German Public Auditor's negligent breach of duty, the maximum amount stipulated in paragraph 2 applies to the respective claims of all claimants collectively.

(5) An individual case of damages within the meaning of paragraph 2 also exists in relation to a uniform damage arising from a number of breaches of duty. The individual case of damages encompasses all consequences from a breach of duty regardless of whether the damages occurred in one year or in a number of successive years. In this case, multiple acts or omissions based on the same source of error or on a source of error of an equivalent nature are deemed to be a single breach of duty if the matters in question are legally or economically connected to one another. In this event the claim against the German Public Auditor is limited to € 5 million. The limitation to the fivefold of the minimum amount insured does not apply to compulsory audits required by law.

(6) A claim for damages expires if a suit is not filed within six months subsequent to the written refusal of acceptance of the indemnity and the engaging party has been informed of this consequence. This does not apply to claims for damages resulting from scienter, a culpable injury to life, body or health as well as for damages that constitute a liability for replacement by a producer pursuant to § 1 ProdHaftG. The right to invoke a plea of the statute of limitations remains unaffected.

10. Supplementary provisions for audit engagements

(1) If the engaging party subsequently amends the financial statements or management report audited by a German Public Auditor and accompanied by an auditor's report, he may no longer use this auditor's report.

If the German Public Auditor has not issued an auditor's report, a reference to the audit conducted by the German Public Auditor in the management report or any other public reference is permitted only with the German Public Auditor's written consent and with a wording authorized by him.

(2) If the German Public Auditor revokes the auditor's report, it may no longer be used. If the engaging party has already made use of the auditor's report, then upon the request of the German Public Auditor he must give notification of the revocation.

(3) The engaging party has a right to five official copies of the report. Additional official copies will be charged separately.

11. Supplementary provisions for assistance in tax matters

(1) When advising on an individual tax issue as well as when providing ongoing tax advice, the German Public Auditor is entitled to use as a correct and complete basis the facts provided by the engaging party – especially numerical disclosures; this also applies to bookkeeping engagements. Nevertheless, he is obligated to indicate to the engaging party any errors he has identified.

(2) The tax advisory engagement does not encompass procedures required to observe deadlines, unless the German Public Auditor has explicitly accepted a corresponding engagement. In this case the engaging party must provide the German Public Auditor with all documents required to observe deadlines – in particular tax assessments – on such a timely basis that the German Public Auditor has an appropriate lead time.

(3) Except as agreed otherwise in writing, ongoing tax advice encompasses the following work during the contract period:

a) preparation of annual tax returns for income tax, corporate tax and business tax, as well as wealth tax returns, namely on the basis of the annual financial statements, and on other schedules and evidence documents required for the taxation, to be provided by the engaging party

b) examination of tax assessments in relation to the taxes referred to in (a)

c) negotiations with tax authorities in connection with the returns and assessments mentioned in (a) and (b)

d) support in tax audits and evaluation of the results of tax audits with respect to the taxes referred to in (a)

e) participation in petition or protest and appeal procedures with respect to the taxes mentioned in (a).

In the aforementioned tasks the German Public Auditor takes into account material published legal decisions and administrative interpretations.

(4) If the German Public auditor receives a fixed fee for ongoing tax advice, the work mentioned under paragraph 3 (d) and (e) is to be remunerated separately, except as agreed otherwise in writing.

(5) Insofar the German Public Auditor is also a German Tax Advisor and the German Tax Advice Remuneration Regulation (*Steuerberatungsvergütungsverordnung*) is to be applied to calculate the remuneration, a greater or lesser remuneration than the legal default remuneration can be agreed in writing (*Textform*).

(6) Work relating to special individual issues for income tax, corporate tax, business tax, valuation assessments for property units, wealth tax, as well as all issues in relation to sales tax, payroll tax, other taxes and dues requires a separate engagement. This also applies to:

a) work on non-recurring tax matters, e.g. in the field of estate tax, capital transactions tax, and real estate sales tax;

b) support and representation in proceedings before tax and administrative courts and in criminal tax matters;

c) advisory work and work related to expert opinions in connection with changes in legal form and other re-organizations, capital increases and reductions, insolvency related business reorganizations, admission and retirement of owners, sale of a business, liquidations and the like, and

d) support in complying with disclosure and documentation obligations.

(7) To the extent that the preparation of the annual sales tax return is undertaken as additional work, this includes neither the review of any special accounting prerequisites nor the issue as to whether all potential sales tax allowances have been identified. No guarantee is given for the complete compilation of documents to claim the input tax credit.

12. Electronic communication

Communication between the German Public Auditor and the engaging party may be via e-mail. In the event that the engaging party does not wish to communicate via e-mail or sets special security requirements, such as the encryption of e-mails, the engaging party will inform the German Public Auditor in writing (*Textform*) accordingly.

13. Remuneration

(1) In addition to his claims for fees, the German Public Auditor is entitled to claim reimbursement of his expenses; sales tax will be billed additionally. He may claim appropriate advances on remuneration and reimbursement of expenses and may make the delivery of his services dependent upon the complete satisfaction of his claims. Multiple engaging parties are jointly and severally liable.

(2) If the engaging party is not a consumer, then a set-off against the German Public Auditor's claims for remuneration and reimbursement of expenses is admissible only for undisputed claims or claims determined to be legally binding.

14. Dispute Settlement

The German Public Auditor is not prepared to participate in dispute settlement procedures before a consumer arbitration board (*Verbraucherschlichtungsstelle*) within the meaning of § 2 of the German Act on Consumer Dispute Settlements (*Verbraucherstreitbeilegungsgesetz*).

15. Applicable law

The contract, the performance of the services and all claims resulting therefrom are exclusively governed by German law.