

SUMMARY OF THIS PROSPECTUS

Section A - Introduction containing warnings

This Prospectus (the “**Prospectus**”) relates to the offer of fixed-interest, non-subordinated, secured notes to the public issued in Euro with the international securities identification number (“**ISIN**”) DE000A289YQ5 in the Federal Republic of Germany (“**Germany**”), in the Grand Duchy of Luxembourg (“**Luxembourg**”) and in the Republic of Austria (“**Austria**”).

Issuer and offeror of the Notes is Greencells GmbH, Saarbruecken, Germany, Legal Entity Identifier (“**LEI**”) 529900H6FQZA164TQT78 with its registered office and its business address at Bahnhofstraße 21, 66111 Saarbruecken, Germany (Tel.: +49 (0) 681 992 669 0; Facsimile: +49 (0) 681 992 669 20; E-Mail: info@greencells.com) (the “**Issuer**” or the “**Company**”, “**Greencells**” and together with its consolidated subsidiaries at the respective time, the “**Greencells GmbH Group**”).

This Prospectus has been approved on 12 November 2020 by the competent authority for the approval of this Prospectus, the *Commission de Surveillance du Secteur Financier* (“**CSSF**”) 283, route d'Arlon, L-1150 Luxembourg, (telephone: +352 26 25 1 - 1 (switchboard), facsimile: +352 26 25 1 - 2601, E-Mail: direction@cssf.lu) in Luxembourg. The CSSF approved this Prospectus after having completed a completeness check, including a consistency and comprehensibility check in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus that has to be published when securities are offered to the public or admitted to trading on a regulated market (the “**Prospectus Regulation**”).

This summary (the “**Summary**”) has been prepared in accordance with Article 7 of the Prospectus Regulation and should be understood as an introduction to the Prospectus. The investor should base any decision to invest in the securities concerned on an examination of the Prospectus as a whole. Investors could lose all or part of their invested capital. In the event that a claim is brought before court on the basis of the information contained in this Prospectus, the investor acting as plaintiff could, in application of national law, have to bear the costs of translating the Prospectus before proceedings commence. Only those persons who have tabled the Summary (including any translations thereof) shall be liable under civil law, and only if the Summary, when read in conjunction with the other parts of this Prospectus, is misleading, inaccurate or inconsistent or does not contain the material information, when read in conjunction with the other parts of this Prospectus, which is essential to assist investors in making an informed decision about investments in the relevant securities.

Section B - Key information on the issuer

B.1 Who is the issuer of the securities?

Domicile, legal form, LEI, legislation, country of incorporation: The Issuer has its registered office in Saarbruecken, Germany. The Issuer was founded in the legal form of a limited liability company (*Gesellschaft mit beschränkter Haftung - GmbH*) in Germany and entered in the commercial register of the local court (*Amtsgericht*) of Saarbruecken under registration number HRB 17943. The Issuer's LEI number is 529900H6FQZA164TQT78. The legal name of the Issuer is "Greencells GmbH". The Issuer also operates in the market under the trade name "Greencells".

The issuer's principal activities: The Issuer offers the construction of solar power plants (photovoltaic – “**PV**”, “**PV-Systems**”) in the business-to-business (B2B) sector via its associated subsidiaries. The Issuer is part of an international group of companies, which in addition to the Issuer, also includes its sister company, Greencells Group Holdings Limited, United Arab Emirates (“**Greencells Group Holdings**”), and, as a so-called pure-play provider, covers the entire value chain from the development and construction to the operation of solar projects. Greencells Group Holdings acts as a project developer through various special purpose vehicles in which the solar projects are developed and thus secures a majority of the projects for the Issuer. Greencells GmbH provides the necessary services (Engineering, Procurement and Construction (“**EPC**”) and “Operation and Maintenance services” (“**O&M**”) of the solar projects as well as asset management for the projects, if necessary also after a sale to end investors. The sale of the projects held under Greencells Group Holdings at an appropriate time, *i.e.* either with construction readiness, grid connection or after an initial operating phase, is also organised and accompanied by Greencells GmbH. In individual cases, Greencells GmbH also participates in project developments or carries them out alone.

Identity of the issuer's key managing directors: Mr. Andreas Hoffmann is the sole managing director (*Geschäftsführer*) with sole power of representation.

The issuer's major shareholders, including whether it is directly or indirectly owned or controlled and by whom:

As of the date of this Prospectus, 21,260 shares (each representing 50.00% of the total share capital of the Issuer) are held by each of the following shareholders:

- (i) HK Renewables GmbH, registered in the Commercial Register of the Local Court of Saarbruecken under HRB 104521 (“**HK Renewables**”), in which Mr. Andreas Hoffmann (at the same time managing director of the Issuer with sole power of representation) and Mr. Emil Marius Kiesauer each have a 50.00% interest, and
- (ii) OMAS International, FCZO, Dubai, United Arab Emirates which is controlled by saudi-arabian Zahid-Group.

Identity of the issuer’s statutory auditor: RF Treuhand GmbH Wirtschaftsprüfungsgesellschaft with business address: Kanalstraße 1, 67655 Kaiserslautern (“**RF Treuhand**”) was appointed as auditor of the Issuer for the financial year ending 31 December 2018. RF Treuhand has audited the individual financial statements of the Issuer for the financial year ended 31 December 2018 in accordance with the German Commercial Code (“**HGB**”) and has issued the unqualified audit opinion reproduced in this Prospectus. The Issuer was not yet required to prepare consolidated financial statements in 2018.

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, Saarbruecken branch (with business address at Heinrich-Böcking-Straße 6-8, 66121 Saarbruecken (“**Ernst & Young**”) was appointed as the auditor of the Issuer for the financial year ended 31 December 2019. Ernst & Young has audited the individual financial statements of the Issuer for the financial year ending on 31 December 2019 in accordance with HGB and has issued an unqualified audit opinion as set out in this Prospectus.

Greencells GmbH prepared consolidated financial statements for the 2019 financial year onwards. Ernst & Young has audited the consolidated financial statements of the Issuer for the financial year ended 31 December 2019 in accordance with HGB and has issued an unqualified audit opinion as set out in this Prospectus.

Both RF Treuhand and Ernst & Young are members of the German Chamber of Auditors, Rauchstr. 16, 10787 Berlin.

An auditor for the financial year 2020 is not yet been appointed at the date of this Prospectus.

B.2 What is the key financial information regarding the issuer?

The following tables contain selected key financial information in accordance with HGB, for the financial years ended 31 December 2019 and 31 December 2018 and the six-month period ended 30 June 2020 of the Issuer. These are taken from the audited consolidated financial statements of the Issuer for the financial year ending 31 December 2019 in accordance with HGB and the audited individual financial statements of the Issuer for the financial years ending 31 December 2019 and 2018 in accordance with HGB. The data for the six-month period ending 30 June 2020 were taken from the unaudited consolidated interim financial statements of Greencells GmbH as of 30 June 2020.

The following figures have been commercially rounded. For this reason, it is possible that the sum of the figures stated in a table may not add up exactly to the totals also stated in the table.

B.2.1 Selected information on the Profit and Loss account of the Issuer

<u>Consolidated profit and loss account (HGB)</u> <i>(in TEUR)</i>	Financial year as at 31 December,		Six-month period as of 30 June,		
	2019		2020	2019	
Operating Profit	(audited)	2,397	(unaudited)	34	-283

<u>Profit and loss account of Greencells GmbH (HGB)</u> <i>(in TEUR)</i>	Financial year as at 31 December,		
	2018	2019	
Operating profit	(audited)	-1,719	2,844

B.2.2 Selected balance sheet information of the Issuer

<u>Consolidated balance sheet data (HGB)</u> (in TEUR)	As at 31 December,		As at 30 June,	
	2019		2020	2019
	<i>(audited)</i>		<i>(unaudited)</i>	
Net financial debt ⁽¹⁾	12,550		11,566	10,220
Total Equity.....	9,490		9,364	6,761

⁽¹⁾ Net financial liabilities is an unaudited financial statement and is defined as liabilities to banks plus interest-bearing other liabilities less cash on hand and bank balances (excluding marketable securities and financial assets).

<u>Balance sheet data of Greencells GmbH (HGB)</u> (in TEUR)	As at 31 December,	
	2018	2019
	<i>(audited)</i>	
Net financial debt ⁽¹⁾	9,285	12,261
Total Equity.....	7,104	9,944

B.2.3 Selected consolidated cash flow information of the Issuer

<u>Consolidated cash flow information (HGB)</u> (in TEUR)	Financial year as at 31 December,	
	2019	
	<i>(audited)</i>	
Cash flow from operating activities	12,142	
Cash flow from financing activities	5,845	
Cash flow from investing activities	-13,717	

<u>Cash flow information of Greencells GmbH (HGB)</u> (in TEUR)	Financial year as at 31 December,	
	2018	2019
	<i>(audited)</i>	
Cash flow from operating activities	-1,140	6,073
Cash flow from financing activities	2,213	-1,310
Cash flow from investing activities	-217	-113

B.3 What are the key risks that are specific to the issuer?

B.3.1 Risks related to the market and competitive environment and the markets relevant to Greencells

- The general market price for electricity could be volatile, particularly as a result of the COVID-19 pandemic, which could make it more difficult to generate demand for solar parks and to sell solar parks under construction to investors.
- The business activities of the Greencells GmbH Group depend to a large extent on the regulatory framework and in some markets still on governmental support measures for the generation of electricity through photovoltaics. Uncertainty about the future applicable framework conditions poses obstacles to the realisation of projects until they are ready for implementation as well as only limited investment security.

B.3.2 Risks related to the business of Greencells GmbH Group

- Greencells GmbH Group is subject to warranty and performance risks when constructing and selling solar parks (e.g. late completion, non-compliance with the provisions and requirements of the permits or non-compliance with the requirements of the EPC contract). There could be delays or even defaults in connection with the completion of EPC projects, which could lead to delays or even defaults in payments, which Greencells GmbH Group is expected to receive after the sale of solar parks and depending on certain project progress (milestones).
- The business activities of Greencells GmbH Group could be impaired if capital, e.g. in the form of debt financing, is not available in a timely manner and in sufficient amounts for the realisation of solar parks.
- Greencells GmbH Group relies on finding suitable investors for the sale of solar parks and projects that it has planned or already realised.
- Greencells GmbH Group is dependent on the supply of materials by suppliers; it could suffer disadvantages due to delayed or otherwise non-contractual deliveries or the loss of a supplier.

- Greencells is exposed to risks in connection with third party contractual partners (e.g. joint venture partners or co-development partners).
- Guarantors or manufacturers of key components contracted by Greencells for the construction of the solar parks may fail or fail to perform for other reasons and thus jeopardise the timely completion or the completion as a whole.
- Greencells may experience further delays, particularly in the supply chain, as a result of the ongoing COVID-19 pandemic and in the event of another "lock-down", which could have a significant impact on the overall feasibility and saleability of pending projects.

B.3.3 Risks related to the financing of Greencells GmbH Group

- Greencells could violate reporting, conduct and information obligations agreed under financing agreements and surety insurance contracts.
- Greencells GmbH Group is exposed to liquidity risks and may not have sufficient funding available to support its targeted growth.

B.3.4 Risks related to the group and shareholder basis

- The founders of Greencells GmbH Group and Zahid Group, as co-shareholders each holding a 50.00% stake, have significant influence on the management of Greencells. This may result in conflicts with the interests of the Noteholders.

Section C – Key information on the securities

C.1 What are the main features of the securities?

Type, class and ISIN of the securities offered: The securities ((ISIN): DE000A289YQ5; (WKN): A289YQ) are fixed-interest bearer notes (in accordance with § 793 et seqq. German Civil Code – BGB).

Currency, denomination, par value, the number of securities issued and the term of the securities: The currency of the securities issue is Euro/€. The Issuer issues up to 25,000 bearer notes with a principal amount of EUR 1,000.00 (the “**Principal Amount**”) each at an aggregate principal amount of up to EUR 25,000,000.00 (the “**Aggregate Principal Amount**”) (the “**Notes**” or each note the “**Note**”). The Notes are due on 9. December 2025

Rights attached to the securities:

Interest rate: Noteholders of the Notes are entitled to interest payments.

The Notes will bear interest from 9 December 2020 (the “**Issue Date**”) (inclusive) until 9 December 2025 (exclusive) (the “**Maturity Date**”) at a rate of 6.50% per annum. The interest shall be paid half-yearly in arrears on 9 June and 9 December of each year, *i.e.* initially on 9 June 2021 and for the last time on 9 December 2025. If the due date for the payment of interest is not a business day, the interest shall be payable on the next business day.

Repayment procedure: The Issuer will redeem the Notes on the Maturity Date at 100.00 % of their Principal Amount unless previously redeemed.

Early redemption rights of Noteholders: In the event of a change of control of the Issuer, the holders of the Notes (the “**Noteholders**”) have the right to require the Issuer to make an offer to redeem the Notes at a purchase price equal to 100.00% of their principal amount, plus accrued and unpaid interest, if any, until, but excluding, the Redemption Date. The Terms and Conditions of the Notes also provide for a series of events of default entitling each holder of the Notes, if any such event of default continues, to declare all of its rights under the Notes due and payable by giving notice to the Issuer of its intention to redeem the Notes by giving notice to the Issuer of its intention to redeem the Notes and (subject to certain exceptions) to demand immediate redemption at the principal amount of the Notes together with accrued and unpaid interest, if any, until (but excluding) the date of actual redemption. In particular, a default event occurs under the terms of the Notes if the Issuer defaults on payment.

Early termination rights of the Issuer: The Notes can be previously redeemed (Call) by the Issuer in accordance with the terms and conditions of the Notes at its discretion. In this case, repayment will be made in accordance with the terms and conditions of the Notes, depending on the choice of Call redemption date, either at 102.00% (after three (3) years) or at 101.00% (after four (4) years) (each a Call redemption amount) of the principal amount plus interest accrued before the date of repayment. In addition, the Issuer also has a right of early redemption for tax reasons and

due to the insignificance of the outstanding principal amount in accordance with the terms and conditions of the Notes. If the Issuer exercises its right of early redemption of the Bonds, the holders of the Bonds could achieve a lower yield than expected. This is particularly the case if investors can only reinvest the amount received from the redemption of the Notes at less favourable terms.

Collateralization: The Issuer has to ensure that all claims of the Noteholders for the redemption of the principal amount under the Notes as well as the payment of interest and any other amounts under the Notes are always secured by (i) the pledge of shares in solar project companies, held by Greencells Group Holdings or an associated person thereof, which have an aggregate value corresponding to at least 132.50% of the outstanding aggregate principal amount of the Notes (in case of a full placement of the Notes this corresponds to EUR 33.125 million, of which EUR 8.125 million relate to the interest amounts due until maturity and EUR 25 million relate to the principal amount to be repaid under the Notes) and (ii) by the security assignment of receivables from related EPC contracts of the Issuer with a contract value of at least EUR 10 million (the “**Initial Security**”). The Issuer shall be entitled at any time during the term of the Notes to replace all or part of the Initial Security (or any substitute security subsequently provided in lieu thereof) with other security in the form of shares in solar project companies in accordance with a market valuation report to be prepared by a industry-recognized appraiser or in the form of receivables from other EPC contracts.

Ranking: The obligations under the Notes constitute direct, unconditional, secured and unsubordinated obligations of the Issuer ranking *pari passu* among themselves, subject to collateralization and *pari passu* with all other direct, unconditional and unsubordinated obligations of the Issuer, unless such obligations are accorded priority under mandatory provisions of statutory law.

Limitations: If the tax laws applicable to the Issuer change in such a way that the Issuer is obliged to pay additional taxes or fees and this obligation cannot be avoided by taking reasonable measures, the Notes may be redeemed, in whole but not in part, at the Issuer's option at any time at their Principal Amount together with the interest accrued up to the date fixed for the redemption.

C.2 Where will the securities be traded?

The inclusion of the Notes to trading on the unregulated market (*Open Market – Quotation Board*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), which does not qualify as a regulated market for purposes of the Markets in Financial Instruments Directive II (Directive 2014/65/EU, “**MiFID II**”), is expected to take place on 9 December 2020.

C.3 What are the key risks that are specific to the securities?

- The actual realisable value of the rights granted as security in respect of the shares in project companies in Germany, Spain, Italy, France and the Netherlands held by Greencells Group Holdings and the receivables from EPC contracts of the aforementioned project companies assigned by way of security assignment or pledged shares in companies used as substitute security to redeem original pledged shares in companies may not be sufficient to satisfy the bondholders' claims in the event of realisation.
- Since the major part of the collateral for the Securities is provided by the Issuer's sister company, Greencells Group Holdings Limited, and a substantial part of the net proceeds are to be granted to it by way of a loan, the value of the collateral and the repayment of the Securities will depend substantially on the economic well-being of Greencells Group Holdings. In the event of an insolvency of Greencells Group Holdings, there could be delays or legal impediments to the realization or securing of the collateral.

Section D – Key information on the offer of securities to the public and/or admission to trading on a regulated market

D.1 Under which condition and timetable can I invest in this security?

The offer is composed of:

- (i) a public offer in Luxembourg, Germany and Austria to be carried out exclusively by the Issuer via the subscription functionality Direct Place of the Frankfurt Stock Exchange in the XETRA trading system (or a trading system replacing it for the collection and processing of subscription orders) (the “**Subscription Functionality**”) and in Luxembourg additionally by placing an advertisement in the “*Tageblatt*” (the “**Public Offer**”);

- (ii) a private placement to qualified investors within the meaning of Art. 2 (e) of the Prospectus Regulation and to other investors pursuant to the applicable exemption provisions for private placements. The Private Placement will be made exclusively in Luxembourg, Germany and certain other countries of the European Economic Area (“**EEA**”), with the exception of the United Kingdom of Great Britain and Northern Ireland (“**United Kingdom**”), the United States of America (“**United States**”), Canada, Australia and Japan in accordance with the other applicable private placement exemptions (the “**Private Placement**”).

There will be no public offer outside Luxembourg, Germany and Austria. There are no pre-determined tranches of the Notes for the Offering. The minimum amount for subscription offers in the public offering is EUR 1,000.00 (corresponding to the nominal amount of one bond). The minimum amount for subscription offers under the Private Placement is EUR 100,000.00. There is no maximum amount for subscription offers for Notes. There are no subscription or preferential subscription rights. There is therefore no procedure for the negotiability of subscription rights and the treatment of unexercised subscription rights. The purchase of the Notes is subject to the existence of a securities account into which the Notes can be booked. If no such securities account exists, it may be established at a credit institution or bank (“**Custodian**”).

The period during which the Offer is made (the “**Offer Period**”) will commence (subject to early closure) on 16 November 2020 and will end on 7 December 2020 (at 12:00 noon CET);

The Issuer reserves the right to extend or reduce the Offer Period or to cancel the Public Offer and/or the Private Placement. In case of an extension of the offer period, the Issuer will, if necessary, have a supplement to this Prospectus approved by the CSSF and publish it in the same manner as this Prospectus.

The result of the offer will be published on the website of the Issuer (www.greencells.com/ir) after the end of the offer period but no later than 9 December 2020.

Plans for Distribution: The target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in MiFID II.

Estimate of the total expenses of the issue and/or the offer, including estimated expenses charged to the investor by the issuer or the offeror:

The total expenses of the issue amounts to approximately EUR 1.4 million (the “**Total Issue Costs**”) The Issuer will not charge to the investor any expenses arising in connection with the issue of the Notes. The depositary institutions will usually charge to the Noteholders fees for executing the subscription orders. Potential Noteholders should obtain information as to the amount of the respective fees from their depositary institution in advance

D.2 Why is this Prospectus being produced?

Reasons for the offer: The reason for the Offer is to generate proceeds from the issuance of the Notes, which are subject matter of this Prospectus.

Purpose of proceeds and estimated net proceeds: The Issuer intends to use the net issue proceeds to finance and refinance current and future solar projects. The net issue proceeds are to be used primarily for the expansion of project development. In this context, the Issuer will pass on significant portions of the net issue proceeds to Greencells Group Holdings in the form of a loan against the provision of appropriate collateral (including the pledging of shares that are not encumbered by any third-party financing), whereby the interest rate will be higher than the interest rate applicable to the Notes. In connection with the Offer, the Issuer may receive expected gross issue proceeds of approximately up to EUR 25,000,000.00 million, on the basis of a full placement of the Notes in the amount of EUR 25,000,000.00. After deduction of the expected Total Issue Costs (also based on a full placement), the net proceeds of the issue amount to c. EUR 23.6 million.

Underwriting agreement: Presumably on 7 December 2020, ICF BANK AG Wertpapierhandelsbank with business address Kaiserstraße 1, 60311 Frankfurt am Main, Germany, registered in the commercial register of the local court of Frankfurt am Main under HRB 43755 (“**ICF BANK**”) and the Issuer will enter into an underwriting agreement, which will not provide for a firm commitment of ICF BANK.

Interests material to the issuer/offering including conflicting interests:

KAS Bank N.V. - German branch, with business address at Mainzer Landstraße 51, 60329 Frankfurt am Main, Germany, registered in the Commercial Register of the Local Court of Frankfurt am Main under HRB 100517 (“**KAS Bank**”) has a contractual relationship with the Issuer in connection with the offer and listing of the Bonds. If the offer is successful, KAS Bank will receive a remuneration, the amount of which will depend, among other things, on the total nominal amount of the Notes placed in connection with the offer. In this respect, KAS Bank also has an economic interest in the successful execution of the offer, from which a potential conflict of interest may arise.

The Issuer has commissioned ICF BANK to assist in the technical processing of the purchase orders via the Direct Place subscription functionality of the Frankfurt Stock Exchange in the XETRA trading system. The remuneration for the services of ICF BANK in connection with the offer depends on the technical effort involved but will not exceed an amount of EUR 10,000.00 as remuneration.

DICAMA AG with business address Kanzleistraße 17, 74405 Gaildorf, Germany, registered in the Commercial Register of the Stuttgart Local Court under HRB 571775 (“**DICAMA**”), has a contractual relationship with the Issuer as a financial advisor. DICAMA receives a commission, the amount of which depends in part on the total nominal amount of the Notes placed in the Offering. In this respect, DICAMA also has an economic interest in the successful execution of the Offer, from which a potential conflict of interest may arise.

Mr. Andreas Hoffmann has a vested interest in the Offer as an indirect shareholder of Greencells GmbH with a 50.00% shareholding in HK Renewables, which also holds 50.00% of the shares in Greencells GmbH and is also its managing director with sole power of representation. Further interests of natural persons and legal entities involved in the issue or the Offer are not known.