

**MINUTES OF THE ANNUAL GENERAL MEETING, HELD 29<sup>TH</sup> MAY, 2019**

The annual general meeting (the "General Meeting") of **Photon Energy N.V.**, with the registered office at Barbara Strozilaan 201, 1071 NK Amsterdam, registered under number 51447126 (the "**Company**") was held at the above mentioned office of the Company at 11:00 AM CET on Wednesday, **May 29, 2019**.

The Agenda of the General Meeting:

- 1. Opening and announcements; election of the chairman and secretary of the Meeting;**
- 2. Consideration of the annual report 2018 and approval of the annual financial statements (stand-alone and consolidated), annual report 2018 and allocation of the result;**
- 3. Granting discharge to the members of the Board of Directors of the Company;**
- 4. Granting authorization to the Board of Directors to acquire shares in the share capital of the Company;**
- 5. Closing.**

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

The General meeting was opened at 11:00 AM CET by the member of the Board of Directors, Mr. Georg Hotar. He welcomed the shareholders of the Company and guests present at the meeting.

Mr. Hotar stated that the General Meeting of the Company had been duly convoked based on a decision of the Board of Directors and the notice of the General Meeting was published in accordance with the Articles of Association at least 42 days prior to the date of the General Meeting in the Dutch national newspaper **Trouw** on April 16, 2019 and on the Company's website [www.photonenergy.com](http://www.photonenergy.com). A copy of the notice publication is attached as Annex 1.

Mr. Hotar stated that according to the attendance list, two shareholders are present at the General Meeting, holding in aggregate 34,109,541 shares and equal amount of votes in the Company which represent 66.76% of the total voting rights in the Company. The attendance list is attached as Annex 2. In accordance with the Articles of Association of the Company, each share confers the right to cast one vote.

Mr. Hotar then stated that the votes present at the General Meeting constitute a quorum and the General Meeting is able to adopt decisions.

Furthermore, Mr. Hotar stated that unless the law or Articles of Association require a larger majority, all resolutions shall be adopted by an absolute majority of votes cast. The chairman determined that it would be voted by show of hands.

Mr. Hotar informed the shareholders of the following proposal of the Board of Directors concerning composition of the General Meeting: Chairman of the General Meeting: Georg Hotar, Secretary: Kristyna Diewokova. Mr. Hotar stated that there are no other proposals. He invited the shareholders to vote on the draft resolution as follows:

**“The General Meeting has elected Mr. Georg Hotar the Chairman of the General Meeting.”**

The cast of votes was as follows:

For: 34,109,541 votes, i. e. 100% of those present at the General Meeting.

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

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

Mr. Hotar stated that he had been elected Chairman of the General Meeting by 100% of the votes cast.

Mr. Hotar further invited the shareholders to vote on the draft resolution as follows:

**“The General Meeting has elected Ms. Kristyna Diewokova the Secretary of the General Meeting.”**

The cast of votes was as follows:

For: 34,109,541 votes, i. e. 100% of those present at the General Meeting.

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

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

Mr. Hotar stated that Ms. Diewokova had been elected the Secretary of the General Meeting by 100% of the votes cast.

**2. Consideration of the annual report 2018: adoption of the Annual Financial Statements and Consolidated Financial Statements and annual report and allocation of the result.**

The Chairman stated that the Annual Stand-alone Financial Statements for 2018 and the Consolidated Financial Statements for 2018 had been available to shareholders for inspection in the Company's registered office 42 days prior to the General Meeting and on the Company's website. Mr. Wohlmuth, the Chief Financial Officer of the Company, stated that the business result of the Company for 2018 had been a consolidated profit equal to **EUR 509,529** and the Board of Directors had proposed to transfer the profit of the Company to the consolidated retained earnings item in the shareholders equity. The standalone profit of the Company for 2018 was **EUR 8,417,252**. The Chairman proposed to transfer the standalone profit and add it to the retained earnings item in the shareholders equity. The Chairman stated that there were no other proposals. The Chairman asked the present shareholders to vote on the following resolution:

**“The General Meeting hereby approves the Annual Financial Statements of the Company for 2018.”**

The cast of votes was as follows:

For: 34,109,541 votes, i. e. 100% of those present at the General Meeting.

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

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

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

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

**“The consolidated profit of the Company equal to EUR 509,529 shall be transferred to the consolidated retained earnings in the shareholders equity.”**

The cast of votes was as follows:

For: 34,109,541 votes, i. e. 100% of those present at the General Meeting.

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

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

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

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

**“The profit of the Company equal to EUR 8,417,252 shall be transferred to the retained earnings in the shareholders equity.”**

The cast of votes was as follows:

For: 34,109,541 votes, 100% of those present at the General Meeting.

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

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

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

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

The chairman proposes to discharge and release the Board of Directors of the Company from liability for their conduct performed in and relating to the financial year of 2018. The Chairman asked the present shareholders to vote on the following resolution:

**“The General Meeting hereby discharges, and releases the Board of Directors of the Company from liability, for their conduct performed in and relating to the financial year of 2018.”**

The cast of votes was as follows:

For: 34,109,541 votes, i.e. 100% of those present at the General Meeting.

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

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

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

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

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

**"The General Meeting hereby authorizes the Board of Directors for a period of 18 months, commencing on this date and consequently ending on 29<sup>th</sup> November, 2020 to acquire shares in the share capital of the Company, or depository receipts thereof, for consideration. The Board of Directors is authorized to acquire the maximum number of shares permitted by the law and the Company's Articles of Association. The shares may be acquired by purchase on NewConnect, a multilateral trading facility operated by the Warsaw Stock Exchange, or by purchase on the stock market operated by the Prague Stock Exchange. The price for the shares must be at least equal to the nominal value of shares and may not exceed the average of closing prices of shares during the five trading days prior to the date of the purchase, published by NewConnect or Prague Stock Exchange, increased by ten percent."**

The cast of votes was as follows:

For: 34,109,541 votes, i.e. 100% of those present at the General Meeting.

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

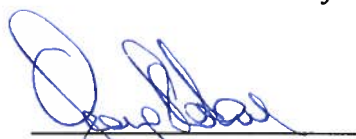
Abstentions: 0 votes, 0% of those present at the General Meeting.

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

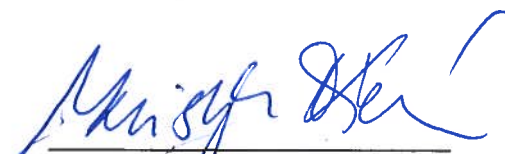
**5. Closing**

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

In Amsterdam 29th May 2019

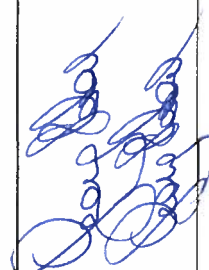


Georg Hotar  
Chairman



Kristyna Djewokova  
Secretary

**ATTENDANCE LIST-ANNUAL GENERAL MEETING OF PHOTON ENERGY N.V., 29th MAY 2019**

| Registr. no | Shareholder name                           | Number of Shares as of the Record Date | Number of votes as of the Record Date | % of votes at the General Meeting | Represented by                                                                                                | Signature                                                                         |
|-------------|--------------------------------------------|----------------------------------------|---------------------------------------|-----------------------------------|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| 2.          | Solar Future Cooperatief U.A.              | 22,266,166                             | 22,266,166                            | 43.58%                            | Represented by Michael Gartner, Director A, and Magda Gartnerova, Director B (represented by Michael Gartner) |  |
| 3.          | Solar Power to the People Cooperatief U.A. | 11,843,375                             | 11,843,375                            | 23.18%                            | Georg Hotar, Director A<br>Solar Power to the People s.a.r.l., Director B<br>(represented by Georg Hotar)     |  |
|             | <b>TOTAL</b>                               | <b>34,109,541</b>                      | <b>34,109,541</b>                     | <b>66.76%</b>                     |                                                                                                               |                                                                                   |
|             |                                            |                                        |                                       |                                   |                                                                                                               |                                                                                   |



## Financiële berichten

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

with its registered address at Barbara Strozzi­laan 201, 1083 HN Amsterdam, The Netherlands, registered with the Chamber of Commerce in Amsterdam under number 51447126 (the “Company”) to be held at the registered address of the Company at Barbara Strozzi­laan 201, 1083 HN Amsterdam, The Netherlands, on **May 29, 2019, at 11:00 a.m. CET.**

#### Agenda of the Annual General Meeting (the “Meeting”):

1. Opening and announcements; election of the chairman and secretary of the Meeting;
2. Consideration of the annual report 2018 and approval of the annual financial statements (stand-alone and consolidated), annual report 2018 and allocation of the result;
3. Granting discharge to the members of the Board of Directors of the Company;
4. Granting authorization to the Board of Directors to acquire shares in the share capital of the Company;
5. Closing.

All the documentation concerning the Meeting including the agenda, annual report 2018 with explanatory notes as well as draft of the resolutions are available for inspection by shareholders at the Company's registered address and on the website at: <http://en.photonenergy.com/general-meetings> since the date of this announcement until the date of the Meeting. In accordance with the Articles of Association of the Company, the shareholders of the Company, entitled to attend and vote at the Meeting, are shareholders who obtain from their custodian bank, a brokerage house, an investment firm or other authorized entity operating their investment accounts on which the Company's shares are registered, a depository certificate (“swiadectwo depozytowe”) evidencing their shareholding in the Company on **May 1, 2019** (the “**Record Date**”), irrespective of who the shareholders of the Company are at the time of the Meeting. Persons/entities who are entitled and wish to attend and vote at the Meeting will be allowed to attend and vote only if they provide, at the latest during the registration for the Meeting, below documents:

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

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

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

All shareholders who intend to attend the Meeting are requested to inform the Company and send their depository certificates either to the Company's registered address or by email at [kd@photonenergy.com](mailto:kd@photonenergy.com), by **May 22, 2019** at the latest. Registration of admittance will take place on **May 29, 2019, from 9:30am to 11:00am CET**, i.e. before the commencement of the Meeting and it will not be possible to register and attend the Meeting after that time. The Company does not provide for the possibility of participation in, or voting at, the Meeting through the use of electronic means of communication.

Board of Directors Photon Energy N.V.

Georg Hotar Michael Gartner

Director Director

de besloten vennootschap met beperkte aansprakelijkheid Th. W.J. Hendriks Holding B.V., gevestigd te Malden, kantoorhoudende te 6581 EG Malden, Rijksweg 79, ingeschreven in het handelsregister bij de Kamer van Koophandel onder nummer 10026836, en de besloten vennootschap met beperkte aansprakelijkheid Here-wa Holding B.V., gevestigd te Malden, kantoorhoudende te 6581 EG Malden, Rijksweg 79, ingeschreven in het handelsregister bij de Kamer van Koophandel onder nummer 10037467, kondigen hierbij aan dat zij voornemens zijn een juridische fusie aan te gaan en dat een fusievoorstel tezamen met de stukken als bedoeld in artikel 2:314 Burgerlijk Wetboek zijn neergelegd ten kantore van het handelsregister van de Kamer van Koophandel, alsmede ten kantore van de fusierende rechtspersonen zelf.

#### Conagra Portugal II B.V. (in liquidatie) gevestigd te Amsterdam

De vereffenaar van bovengenoemde vennootschap deelt mee dat de rekening en verantwoording als bedoeld in artikel 23b, Boek 2 Burgerlijk Wetboek vanaf heden gedurende 2 maanden voor een ieder ter inzage is gelegd op het kantoor van de vennootschap, Herikerbergweg 238, 1101 CM Amsterdam en bij het Handelsregister in Amsterdam. Amsterdam, 12 april 2019

#### Nationale Trust Maatschap-pij N.V. Gevolmachtigde

Genel Energy Netherlands Holding 1 Coöperatief B.A. in liquidatie, gevestigd te Amsterdam.

De vereffenaars van de bovengenoemde coöperatie delen mede dat bovengenoemde coöperatie op 9 april 2019 is ontbonden door een besluit van de leden. De Rekening en Verantwoording als bedoeld in artikel 23b Boek 2 Burgerlijk Wetboek is gedurende twee maanden na deze publicatie ter kennisneming van eenieder ten kantore van het handelsregister van de Kamer van Koophandel en ten kantore van de coöperatie, Prins Bernhardplein 200, 1097 JB, Amsterdam, neergelegd.

De vereffenaars Amsterdam

**Cortes Holding B.V.**, een besloten vennootschap met beperkte aansprakelijkheid, statutair gevestigd te Amsterdam en kantoorhoudende te Evert van de Beekstraat 1, 82, The Base, Tower B, 5e verdieping, 1118 CL Schiphol, ingeschreven in het handelsregister van de Kamer van Koophandel onder nummer 24355221, kondigt aan dat bij het handelsregister van de Kamer van Koophandel, alsmede ten kantore van de vennootschap, is neergelegd het voorstel tot (grensoverschrijdende) omzetting van de vennootschap in een besloten vennootschap met beperkte aansprakelijkheid naar het recht van het Luxemburg (Société à responsabilité limitée).

Ingevolge een besluit van de aandeelhouders, gedateerd op 24 december 2018, treedt Sansome Holdings B.V. per dezelfde datum in liquidatie. De rekening en verantwoording is voor een ieder ter kennisname neergelegd ten kantore van het Handelsregister van Amsterdam en bij het kantoor van de gevolmachtigde van de vennootschap te Strawinsky-laan 411, 1077 XX Amsterdam.

Amsterdam, 16 april 2019  
De Vereffenaar

Mart Property Investments B.V. (in liquidatie) is ontbonden middels aandeelhoudersbesluit op en per 10 april 2019. De rekening en verantwoording ligt voor eenieder ter inzage ten kantore van het register van de Kamer van koophandel en Fabrieken te Amsterdam en ten kantore van de vennootschap, de Vereffenaar

Genel Energy Netherlands Holding 2 B.V. in liquidatie, gevestigd te Amsterdam.

De vereffenaars van de bovengenoemde vennootschap delen mede dat bovengenoemde vennootschap op 5 april 2019 is ontbonden door een besluit van de aandeelhouders. De Rekening en Verantwoording als bedoeld in artikel 23b Boek 2 Burgerlijk Wetboek is gedurende twee maanden na deze publicatie ter kennisneming van eenieder ten kantore van het handelsregister van de Kamer van Koophandel en ten kantore van de vennootschap, Prins Bernhardplein 200, 1097 JB, Amsterdam, neergelegd.

De vereffenaars Amsterdam

Van der Burgt Belastingadviseurs B.V. (in liquidatie), gevestigd te Zevenbergen. Bovengenoemde rechtspersoon is ontbonden door de Algemene Vergadering van Aandeelhouders op 1 december 2017. De rekening en verantwoording en het plan van verdeling liggen ter inzage voor een ieder tot twee maanden na deze publicatie ten kantore van het Handelsregister van de Kamer van Koophandel en Fabrieken en ten kantore van de vennootschap in liquidatie.

Stichting Kerkopbouw Kennemerland in liquidatie (kvv 41226177) is ontbonden. De rekening en verantwoording en het plan van verdeling liggen tot 20 juni 2019 ter inzage voor een ieder ten kantore van het Handelsregister van de Kamer van Koophandel, vestiging Amsterdam en ten kantore van Stichting Kerkopbouw Kennemerland in liquidatie, Veen en Duin 45, 2061 XB Bloemendaal.

Megamat B.V. in liquidatie, ingeschreven bij de Kamer van Koophandel onder nummer 24192615 statutair gevestigd te Rotterdam, kantoorhoudende te 3047 AV Rotterdam, Vareseweg 20. De vereffenaar van de bovengenoemde rechtspersoon kondigt aan, dat bij het handelsregister ten kantore van de Kamer van Koophandel te Rotterdam is neergelegd, de rekening en verantwoording bedoeld in het artikel 2:23b Burgerlijk Wetboek. Voormeld stuk is tevens voor ieder op voormeld adres van de vennootschap ter inzage gelegd, tot twee maanden na datum van deze aankondiging.

TWEAKERS  
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*Het geheim van het Mývatnmeer* is een indrukwekkende en sprookjesachtige beschrijving van het bedreigde ecosysteem van een van de mooiste meren van IJsland. Met haar heldere, poëtische stijl neemt **Unnur Jökulsdóttir** de lezer mee op een avontuurlijke reis langs de wonderschone flora en fauna van het beroemde **IJslandse Mývatnmeer**.

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