

# **REC Solar EMEA GmbH**

Financial Statements

for the year ended 31st December, 2021

## A. AUDIT ASSIGNMENT

The management of the

REC Solar EMEA Ltd,

Munich

- hereinafter also referred to as "REC" or "Company" for short -

has engaged us to audit, in accordance with professional standards, the financial statements as at 31 December 2021, including the underlying accounting records, and the management report for the financial year 2021 of the Company and to report in writing on the results of our audit.

The company is to be classified as a medium-sized corporation according to the size criteria specified in § 267 para. 2 HGB and is therefore subject to auditing pursuant to §§ 316 et seq. HGB.

We confirm in accordance with section 321 (4a) HGB that we have complied with the applicable provisions on independence in our audit.

We submit the following report on the nature and scope as well as the result of our audit, which was prepared in accordance with the generally accepted standards for the preparation of audit reports (IDW PS 450 n. F.).

The audit engagement letter dated 12 November 2021 was based on the resolution of the shareholders' meeting of 5 August 2021, at which we were elected as auditors (section 318 (1) sentence 1 HGB).

The unqualified audit opinion issued as a result of the audit is reproduced in section B. The conduct of the audit and the audit results are presented in detail in sections D and E.

The report contains in section C. first of all our statement on the management's assessment of the situation, findings in accordance with § 321 para. 1 sentence 3 HGB.

We have attached to our report the audited annual financial statements, consisting of the balance sheet (Annex 1), the profit and loss account (Annex 2) and the notes (Annex 3) as well as the audited management report (Annex 4). We have presented the legal and economic circumstances in tabular form in Annexes 6 and 7.

The performance of the engagement and our responsibility, also in relation to third parties, are based on the agreed "General Engagement Terms for German Public Auditors and Public Audit Firms dated 1 January 2017", which are attached to this report as an annex.

## B. REPRODUCTION OF THE AUDIT OPINION

Based on the final results of our audit, we have issued the following unqualified audit opinion on the financial statements as at 31 December 2021 (Annexes 1 to 3) and the management report for the financial year 2021 (Annex 4) of REC Solar EMEA GmbH, Munich, dated 23 March 2022, which is reproduced here:

"Independent Auditor's Report"

To REC Solar EMEA GmbH, Munich

### *Audit Opinions*

We have audited the annual financial statements of REC Solar EMEA GmbH, Munich, comprising the balance sheet as at 31 December 2021 and the income statement for the fiscal year from 1 January to 31 December 2021, and the notes to the financial statements, including a description of the accounting policies. We have also audited the management report of REC Solar EMEA GmbH, Munich, for the financial year from 1 January to 31 December 2021.

In our opinion, based on the findings of our audit, the consolidated financial statements are as follows

- the attached annual financial statements comply in all material respects with the German commercial law provisions applicable to corporations and give a true and fair view of the net assets and financial position of the Company as at 31 December 2021 and of its results of operations for the financial year from 1 January to 31 December 2021 in accordance with German principles of proper accounting and
- the attached management report as a whole provides a suitable view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and accurately presents the opportunities and risks of future development.

In accordance with § 322 para. 3 sentence 1 HGB, we declare that our audit has not led to any reservations concerning the correctness of the annual financial statements and the management report.

### *Basis for the audit judgements*

We conducted our audit of the annual financial statements and the management report in accordance with § 317 HGB and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibility under those provisions and standards is further described in the "Auditor's Responsibility for the Audit of the Annual Financial Statements and Management Report" section of our auditor's report. We are independent of the Company in accordance with German commercial law and professional regulations and have fulfilled our other German professional obligations in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and the management report.

*Responsibility of the legal representatives for the annual financial statements and the management report*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with German principles of proper accounting and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the entity's ability to continue as a going concern. They are also responsible for disclosing, as applicable, matters related to going concern. Furthermore, they are responsible for preparing the financial statements on the basis of the going concern principle, unless this is precluded by factual or legal circumstances.

Furthermore, management is responsible for the preparation of the management report, which as a whole provides a suitable view of the Company's position and is consistent in all material respects with the annual financial statements, complies with German legal requirements and suitably presents the opportunities and risks of future development. Furthermore, the legal representatives are responsible for the precautions and measures (systems) that they have deemed necessary to enable the preparation of a management report in accordance with the applicable German legal requirements and to provide sufficient appropriate evidence for the statements made in the management report.

*Auditor's responsibility for the audit of the annual financial statements and the management report*

Our objective is to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides a suitable view of the Company's position and is consistent, in all material respects, with the annual financial statements and the audit findings, complies with German legal requirements and suitably presents the opportunities and risks of future development, and to issue an auditor's report that includes our audit opinion on the annual financial statements and the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (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 financial statements and management report.

During the audit, we exercise professional judgement and maintain a critical attitude. Furthermore

- Identify and assess the risks of material misstatement of the annual financial statements and 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 audit opinion. The risk of not detecting material misstatements is higher for noncompliance than for misstatement, as noncompliance may involve fraud, forgery, intentional omissions, misleading representations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit of the financial statements and of the arrangements and actions relevant to the audit of the 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 those systems of the Company.
- we evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the going concern basis of accounting used by management and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements and the management report or, if such disclosures are inadequate, to modify our respective audit opinions. We draw our conclusions on the basis of the audit evidence obtained up to the date of our audit opinion. However, future events or conditions may result in the Company being unable to continue as a going concern.
- we assess the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements represent the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the net assets, financial position and results of operations of the Company in accordance with German principles of proper accounting.
- we assess the consistency of the management report with the annual financial statements, its compliance with the law and the understanding of the company's position given by it.
- We perform audit procedures on the forward-looking statements made by management in the management report. On the basis of sufficient appropriate audit evidence, we in particular verify the significant assumptions underlying the forward-looking statements made by the legal representatives and assess the appropriate derivation of the forward-looking statements from these assumptions. We do not express an independent opinion on the forward-looking statements or the underlying assumptions. There is a significant unavoidable risk that future events will differ materially from the forward-looking statements.

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

## **C. FUNDAMENTAL FINDINGS**

### **I. Statement on the situation of the company**

The management has assessed the economic situation of the company in the management report (Annex 4) and in the annual financial statements (Annexes 1 to 3), in particular in the notes.

Pursuant to § 321 para. 1 sentence 2 of the German Commercial Code (HGB), we, as auditors, comment in advance on the management's assessment of the situation in the annual financial statements and the management report. In particular, we address the assessment of the company's continued existence and future development, taking into account the management report. Our opinion is based on our own assessment of the situation of the company, which we obtained in the course of our audit of the annual financial statements and the management report.

The following key statements in the management report are worth highlighting:

- REC Solar achieved sales of EUR 68 million in 2021 (previous year EUR 47 million), an increase of 44 %. The sales volume in 2021 increased by 60 % from 128 megawatts in 2020 to 203 megawatts. The non-proportional development of sales revenues to sales volumes is due to the intensified competition and the resulting further decline in market prices in the course of 2021.
- The operating result before interest and taxes (EBIT) rose to EUR 843,000 in 2021 (previous year: EUR 396,000), which can be attributed in particular to the decline in personnel expenses and other operating expenses.
- Trade receivables rose sharply by EUR 5.9 million to EUR 7.9 million compared to the previous year. The increase is related to the increase in sales volume.
- Receivables from affiliated companies of EUR 0.3 million (previous year: EUR 4.1 million) fell sharply compared to the previous year. In contrast to the previous year, no advance payments were made to the parent company at the end of the financial year.
- REC has a risk management system that identifies, records and analyses all relevant risks and communicates them to responsible parties.
- The REC Group continued to focus on innovation and high quality standards in the production of its solar modules, according to management. The new REC Alpha Pure series, with its highly efficient nTypMonoHeterojunction cells (HJT), has an even higher output and power density. It makes the REC Group competitive and allows it to charge higher prices as a quality premium. On the other hand, however, the REC Group is not immune to the decline in sales prices in all markets and will have to continue to adapt to this in 2022.

The certification of the solar modules manufactured in Singapore with regard to a low carbon footprint also significantly improves sales opportunities.

- In the company's view, the forecasts for the 2022 financial year continue to be influenced by the tense legal and economic environment, the COVID19 pandemic and, above all, the war in Ukraine and the potential impact on the overall global political situation. The REC Group expects sales to increase in 2022 compared to the previous year, not least due to planned expansion of production capacity and the introduction of new, even more powerful products. However, the ongoing COVID19 pandemic is still slowing down sales activities and in some cases jeopardising or postponing the execution of installations and projects. However, based on the Group-wide allocation planning within the global regional markets, sales in the EMEA region are again expected to increase by 50% compared to the previous year, and the increase in sales is likely to be around 47% in the opinion of the management. The continuing price pressure/decline will be partially offset by the Alpha series and the average selling price is expected to be at least 2025% higher compared to market prices of current monocrystalline solar modules from competitors. The goal of reducing costs and thus increasing competitiveness as well as further developing the products will be continued in 2022.

According to the results of our audit and the knowledge gained in the process, the assessment of the company's situation, including the opportunities and risks of future development presented, is plausible and logically derived. The management's assessment of the situation is appropriate in scope and correct in content. Our audit has not revealed any indications that the continued existence of the company is at risk.

#### **D. SUBJECT MATTER, NATURE AND SCOPE OF THE AUDIT**

The subject of our audit were the accounting records, the annual financial statements as at 31 December 2021 (Annexes 1 to 3) and the management report for the financial year 2021 (Annex 4) as well as compliance with the relevant statutory accounting requirements.

We have audited the management report to determine whether it is consistent with the annual financial statements and the findings of our audit, complies with the legal requirements and as a whole provides a suitable view of the Company's position, including the material opportunities and risks of future development.

The Company's management is responsible for the accounting records, the preparation of the annual financial statements and management report, the controls that have been put in place and the disclosures made to us. Our responsibility is to express an opinion on the documents submitted by the management and the information provided in the course of our audit.

We performed the audit work in our Munich office from 24 February 2022 to 23 March 2022. This was followed by the completion of the audit report.

The financial statements for the year ended 31 December 2021, which were submitted to us for audit, were prepared by the company itself.

We used the accounting records and vouchers as well as the company's files and written material as audit documents.

All information, clarifications and evidence requested by us have been willingly provided by the management and the employees designated to provide information.

In addition to this, the management has confirmed to us in writing in the declaration of completeness customary in the profession that all assets/assets, obligations, risks and accruals subject to accounting have been taken into account in the bookkeeping and in the annual financial statements to be audited, that all expenses and income have been included, that all necessary information has been provided and that all existing contingent liabilities have been disclosed to us. No events of particular significance occurred after the end of the financial year according to this declaration and did not come to our attention during our audit.

The declaration also assures that the management report contains all material aspects for the assessment of the company's situation with regard to expected developments as well as the information required pursuant to § 289 of the German Commercial Code (HGB).

In conducting our audit of the annual financial statements, we observed the provisions of §§ 316 ff. HGB and German generally accepted standards for the audit of financial statements promulgated by the IDW. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



The audit includes assessing the annual financial statements of those entities included in consolidation, the determination of entities to be included in consolidation, the accounting and consolidation principles used and significant estimates made by management, as well as evaluating the overall presentation of the annual financial statements. Our audit did not extend to whether the Company's continued existence as a going concern or the effectiveness and efficiency of management can be assured (section 317 (4a) HGB).

The audit was based on a planning of the focal points of the audit, taking into account our preliminary assessment of the company's situation and an assessment of the effectiveness of the accounting-related internal control system (ICS) (risk-oriented audit approach). The assessment was based in particular on knowledge of the legal and economic framework conditions. Industry risks, corporate strategy and the resulting business risks are known from the audit of the previous year's financial statements, from discussions with the management and employees of the company.

The following key audit areas resulted from the risk areas identified during the audit planning:

- Design, establishment and effectiveness of internal controls in the area of sales
- Recoverability of receivables
- Completeness of trade payables
- Completeness and valuation of provisions
- Other individual matters with a material impact on the presentation of the net assets, financial position and results of operations

Based on a preliminary assessment of the ICS, we observed the principles of materiality and efficiency in determining the further audit procedures. Both the analytical audit procedures and the case-by-case audits were therefore carried out in selected samples according to type and scope, taking into account the significance of the audit areas and the organisation of the accounting system. The samples were selected in such a way that they take into account the economic significance of the individual items of the annual financial statements and enable compliance with the statutory accounting regulations to be adequately tested.

The starting point of our audit was the previous year's financial statements as at 31 December 2021, which were audited by us and issued with an unqualified audit opinion dated 14 May 2021.

In order to examine the evidence of the Company's assets and liabilities, we obtained, among other things, bank confirmations and solicitors' confirmations as well as balance confirmations for receivables and payables.

Balance confirmations for the verification of trade receivables and payables were obtained by way of sampling and/or deliberate selection as at the balance sheet date.

The nature, scope and results of the individual audit procedures are set out in our working papers.

## **E. FINDINGS AND EXPLANATORY NOTES ON THE FINANCIAL STATEMENTS**

### **I. Regularity of the accounts**

#### **1. Accounts and other audited documents**

The company's accounting (financial and asset accounting) is carried out on its own IT system using the SAP S4 Hana programme from SAP.

Payroll accounting is carried out externally by Linn Goppold Treuhand GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Munich.

The accounting-related internal control system (ICS) set up by the company provides for regulations on the organisation and control of work processes appropriate to the business purpose and scope. The accounting procedures did not undergo any significant organisational changes during the reporting period.

The organisation of the accounts and the accounting-related internal control system enable the complete, correct, timely and orderly recording and booking of business transactions. The chart of accounts is sufficiently structured, the documentation is clear and well arranged. The books were opened accurately with the figures from the previous year's balance sheet audited by us and, overall, were properly maintained throughout the financial year.

The information taken from the other documents audited or used for the audit lead to a proper presentation in the accounting, annual financial statements and management report.

Overall, it can be stated that, in our opinion, the accounting records and the other documents audited or used for the audit comply in all material respects with the legal requirements, including generally accepted accounting principles (or other relevant accounting principles). The audit did not result in any objections.

#### **2. Annual accounts**

As of the balance sheet date, the company is classified as a medium-sized corporation within the meaning of Section 267 (2) of the German Commercial Code (HGB). These annual financial statements as at 31 December 2021 were prepared in accordance with the provisions of commercial law applicable to medium-sized corporations.

The balance sheet and profit and loss account are properly derived from the accounting records and the other audited documents. The balance sheet (Annex 1) is structured according to the scheme of § 266 para. 2 and 3 HGB. The profit and loss account (Annex 2) was prepared according to the total cost method pursuant to § 275 para. 2 HGB.

Where presentation options exist in the balance sheet or in the income statement, the corresponding disclosures are largely made in the notes.

The accounting and valuation methods applied to the balance sheet and the profit and loss account are adequately explained in the notes to the financial statements prepared by the company (Appendix 3). All legally required individual disclosures and the optional disclosures on the balance sheet and the profit and loss account included in the notes are complete and correct.

In our opinion, the annual financial statements comply in all material respects with the legal requirements, including generally accepted accounting principles. The audit did not result in any objections.

### **3. Management report**

The audit of the management report for the financial year 2021 (Annex 4) has shown that the management report complies in all material respects with the legal requirements.

## **II. Overall statement of the annual financial statements**

### **1. Statements on the overall statement of the annual financial statements**

Our audit has shown that the annual financial statements comply in all material respects with the legal requirements and that the overall picture conveyed by the balance sheet, profit and loss account and notes, in compliance with generally accepted accounting principles, gives a true and fair view of the net assets, financial position and results of operations of the company (§ 264 para. 2 HGB).

### **2. Key valuation principles and their changes**

The financial statements of REC Solar EMEA GmbH are based on the following accounting policies (examples):

- Accounting and valuation under the going concern assumption (§ 252 para. 1 no. 2 HGB).
- Property, plant and equipment are valued at acquisition/production cost less scheduled depreciation. The useful life of other equipment, factory and office equipment is between 3 and 14 years. The company applies the straight-line depreciation method to asset additions.
- Inventories are recognised at acquisition cost. Appropriate write-downs are made on inventories for loss-free valuation and for identifiable risks due to long storage periods or reduced technical usability. The write-downs are charged in full to the production company REC Scanmodule Sweden AB, Sweden.
- Receivables and other assets are recognised at nominal value after deduction of the necessary value adjustments. All recognisable individual risks are taken into account. The general default and credit risk was taken into account for trade receivables through general bad debt allowances of 0.5 % on the net receivables not already individually impaired.
- For the other provisions, the settlement amount, as required according to reasonable commercial judgement, was taken into account as the valuation standard.
- Transactions in foreign currencies are translated at the average spot exchange rate. For receivables and liabilities in foreign currency with a remaining term of one year or less, § 256a HGB stipulates that § 253 para. 1 sentence 1 HGB and § 252 para. 1 no. 4 half-sentence 2 HGB do not apply.

The accounting and valuation methods were basically applied unchanged from the previous year.

For further information, please refer to the explanations in the Notes (Appendix 3).

## F. CONCLUSION

We have prepared the above audit report in accordance with the legal requirements and the generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer in Germany (IDW PS 450 n. F.).

Any use of the auditor's report reproduced above outside this auditor's report requires our prior consent. Any publication or dissemination of the annual financial statements and the management report in a form deviating from the audited version (including translation into other languages) requires our prior renewed opinion, provided that our audit opinion is quoted or reference is made to our audit; reference is made to § 328 HGB.

Munich, 23 March 2022

Schneider + Partner GmbH  
Auditing firm  
Steuerberatungsgesellschaft

Wirtschaftsprüfer  
(Certified Public Accountant)

Wirtschaftsprüferin  
(Certified Public Accountant)

**REC SOLAR EMEA GMBH, MUNICH**  
**BALANCE SHEET AS AT 31 DECEMBER 2021**

<b>ASSETS</b>	31.12.2021 EUR	31.12.2020 EUR	<b>PASSIVA</b>	31.12.2021 EUR	31.12.2020 EUR
<b>A. FIXED ASSETS</b>			<b>A. EQUITY</b>		
Property, plant and equipment			I. Subscribed capital	50.000,00	50.000,00
Other equipment, factory and office equipment	94.410,63	28.769,74	II. Capital reserve	39.213.058,27	39.213.058,27
	<u>94.410,63</u>	<u>28.769,74</u>	III. Loss carried forward	30.725.266,30	31.093.423,99
	94.410,63	28.769,74	IV. Net profit for the year	819.066,56	368.157,69
<b>B. CURRENT ASSETS</b>				<u>9.356.858,53</u>	<u>8.537.791,97</u>
I. Inventories			<b>B. PROVISIONS</b>		
Finished products and goods	94.701,40	35.795,00	Other provisions	812.166,90	676.348,45
		35.795,00		<u>812.166,90</u>	<u>676.348,45</u>
II. Receivables and other assets			<b>C. LIABILITIES</b>		
1. Receivables from deliveries and services	7.833.543,81	1.975.350,17	1. Advance payments received on orders	65.263,00	5.586,00
2. Receivables from affiliated companies	286.337,87	4.076.378,31	2. Liabilities from deliveries and services	181.761,01	16.519,39
3. Other assets	388.275,91	364.770,20	3. Liabilities to affiliated companies	1.390,15	48.716,07
		6.416.498,68	4. Other liabilities	121.277,71	231.743,39
III. Cash in hand, Bundesbank balances, bank balances and cheques	1.733.677,12	2.893.694,41	- of which social security:		
	<u>10.336.536,11</u>	<u>9.345.988,09</u>	EUR 31,146.14 (previous year: EUR 182,819.45)		
<b>C. ACCRUALS AND DEFERRALS</b>	107.770,56	141.947,44	- thereof from taxes:		
			EUR 96,065.12 (previous year: EUR 48,442.94)		
	<u>10.538.717,30</u>	<u>9.516.705,27</u>		<u>369.691,87</u>	<u>302.564,85</u>
				<u>10.538.717,30</u>	<u>9.516.705,27</u>

## REC SOLAR EMEA GMBH, MUNICH

## PROFIT -AND LOSS ACCOUNT FOR THE FINANCIAL YEAR 2021

	2021 EUR	2020 EUR
1. Revenues	68.154.436,01	47.445.077,33
2. Other operating income	564.245,83	888.558,41
3. Cost of materials		
a) Cost of raw materials, consumables and supplies and of purchased goods	-60.834.375,85	-40.562.461,73
b) Expenses for purchased services	<u>-886.182,48</u>	<u>-525.405,02</u>
	-61.720.558,33	-41.087.866,75
4. Personnel expenses		
a) Wages and salaries	-2.966.159,35	-3.021.065,12
b) Social security contributions and expenses for pensions and other benefits	-594.794,97	-818.018,00
- thereof for retirement benefits: EUR 94,659.77 (previous year: EUR 248,229.27)		
	<u>-3.560.954,32</u>	<u>-3.839.083,12</u>
5. Depreciation		
Amortisation of intangible fixed assets and depreciation of tangible fixed assets	<u>-56.654,36</u>	<u>-28.307,73</u>
	-56.654,36	-28.307,73
6. Other operating expenses	-2.537.577,42	-2.981.912,19
7. Other interest and similar income	0,00	595,89
8. Interest and similar expenses	<u>-22.969,16</u>	<u>-26.439,11</u>
<b>9. Result after taxes</b>	819.968,25	370.622,73
10. Other taxes	<u>-901,69</u>	<u>-2.465,04</u>
<b>11. Net profit for the year</b>	<u><u>819.066,56</u></u>	<u><u>368.157,69</u></u>

## DEVELOPMENT OF FIXED ASSETS IN THE FINANCIAL YEAR 2021

	ACQUISITION AND PRODUCTION COSTS				ACCUMULATED DEPRECIATION				NET BOOK VALUES	
	1 Jan. 2021 EUR	Access EUR	Disposals EUR	31 Dec. 2021 EUR	1 Jan. 2021 EUR	Access EUR	Disposals EUR	31 Dec. 2021 EUR	31 Dec. 2021 EUR	31 Dec. 2020 EUR
<b>INTANGIBLE ASSETS</b>										
Concessions, industrial property rights and similar rights and assets acquired for consideration, as well as licences to such rights and assets	<u>728,10</u>	<u>0,00</u>	<u>0,00</u>	<u>728,10</u>	<u>728,10</u>	<u>0,00</u>	<u>0,00</u>	<u>728,10</u>	<u>0,00</u>	<u>0,00</u>
	<u>728,10</u>	<u>0,00</u>	<u>0,00</u>	<u>728,10</u>	<u>728,10</u>	<u>0,00</u>	<u>0,00</u>	<u>728,10</u>	<u>0,00</u>	<u>0,00</u>
<b>SACHANTAGES</b>										
Other equipment, factory and office equipment	<u>71.241,96</u>	<u>122.452,58</u>	<u>20.021,14</u>	<u>173.673,40</u>	<u>42.472,22</u>	<u>56.654,36</u>	<u>19.863,81</u>	<u>79.262,77</u>	<u>94.410,63</u>	<u>28.769,74</u>
	<u>71.241,96</u>	<u>122.452,58</u>	<u>20.021,14</u>	<u>173.673,40</u>	<u>42.472,22</u>	<u>56.654,36</u>	<u>19.863,81</u>	<u>79.262,77</u>	<u>94.410,63</u>	<u>28.769,74</u>
<b>FINANCIAL INVESTMENTS</b>										
	<u>0,00</u>	<u>0,00</u>	<u>0,00</u>	<u>0,00</u>	<u>0,00</u>	<u>0,00</u>	<u>0,00</u>	<u>0,00</u>	<u>0,00</u>	<u>0,00</u>
	<u>71.970,06</u>	<u>122.452,58</u>	<u>20.021,14</u>	<u>174.401,50</u>	<u>43.200,32</u>	<u>56.654,36</u>	<u>19.863,81</u>	<u>79.990,87</u>	<u>94.410,63</u>	<u>28.769,74</u>

## **Independent Auditor's Report**

To REC Solar EMEA GmbH, Munich

### *Audit Opinions*

We have audited the annual financial statements of REC Solar EMEA GmbH, Munich, comprising the balance sheet as at 31 December 2021 and the income statement for the fiscal year from 1 January to 31 December 2021, and the notes to the financial statements, including a description of the accounting policies. We have also audited the management report of REC Solar EMEA GmbH, Munich, for the financial year from 1 January to 31 December 2021.

In our opinion, based on the findings of our audit, the consolidated financial statements are as follows

- the attached annual financial statements comply in all material respects with the German commercial law provisions applicable to corporations and give a true and fair view of the net assets and -financial position of the Company as at 31 December 2021 and of its results of operations for the financial year from 1 January to 31 December 2021 in accordance with German principles of proper accounting and
- the enclosed management report as a whole provides a suitable view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and accurately presents the opportunities and risks of future development.

In accordance with § 322 para. 3 sentence 1 HGB, we declare that our audit has not led to any reservations concerning the correctness of the annual financial statements and the management report.

### *Basis for the audit judgements*

We conducted our audit of the annual financial statements and the management report in accordance with § 317 HGB and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibility under those provisions and standards is further described in the "Auditor's Responsibility for the Audit of the Annual Financial Statements and Management Report" section of our auditor's report. We are independent of the Company in accordance with German commercial law and professional regulations and have fulfilled our other German professional obligations in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and the management report.



*Responsibility of the legal representatives for the annual financial statements and the management report*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with German principles of proper accounting and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the entity's ability to continue as a going concern. They are also responsible for disclosing, as applicable, matters related to going concern. Furthermore, they are responsible for preparing the financial statements on the basis of the going concern principle, unless this is precluded by factual or legal circumstances.

Furthermore, management is responsible for the preparation of the management report, which as a whole provides a suitable view of the Company's position and is consistent in all material respects with the annual financial statements, complies with German legal requirements and suitably presents the opportunities and risks of future development. Furthermore, the legal representatives are responsible for the precautions and measures (systems) that they have deemed necessary to enable the preparation of a management report in accordance with the applicable German legal requirements and to provide sufficient appropriate evidence for the statements made in the management report.

*Auditor's responsibility for the audit of the annual financial statements and the management report*

Our objective is to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides a suitable view of the Company's position and is consistent, in all material respects, with the annual financial statements and the audit findings, complies with German legal requirements and suitably presents the opportunities and risks of future development, and to issue an auditor's report that includes our audit opinion on the annual financial statements and the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (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 financial statements and management report.

## APPENDIX 4

During the audit, we exercise professional judgement and maintain a critical attitude. Furthermore

- Identify and assess the risks of material misstatement of the annual financial statements and 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 audit opinion. The risk of not detecting material misstatements is higher in the case of non-compliance than in the case of inaccuracies, as non-compliance may involve fraud, forgery, intentional omissions, misleading representations or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit of the financial statements and of the arrangements and actions relevant to the audit of the 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 those systems of the Company.
- we evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the going concern basis of accounting used by management and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements and the management report or, if such disclosures are inadequate, to modify our respective audit opinion. We draw our conclusions on the basis of the audit evidence obtained up to the date of our audit opinion. However, future events or conditions may result in the Company being unable to continue as a going concern.
- we assess the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements represent the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the net assets, financial position and results of operations of the Company in accordance with German principles of proper accounting.
- we assess the consistency of the management report with the annual financial statements, its compliance with the law and the understanding of the company's position given by it.
- We perform audit procedures on the forward-looking statements made by management in the management report. On the basis of sufficient appropriate audit evidence, we in particular verify the significant assumptions underlying the forward-looking statements made by the legal representatives and assess the appropriate derivation of the forward-looking statements from these assumptions. We do not express an independent opinion on the forward-looking statements or the underlying assumptions. There is a significant unavoidable risk that future events may differ materially from the forward-looking statements.

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

Munich, 23 March 2022

Schneider + Partner GmbH  
Auditing firm }  
Steuerberatungsgesellschaft

Wirtschaftsprüfer  
(Certified Public Accountant)

Wirtschaftsprüfer  
(Certified Public Accountant)

**LEGAL CIRCUMSTANCES**

- Company REC Solar EMEA GmbH
- Seat Munich
- Commercial Register  
Register Court Munich HRB 180306
- Articles of Association Valid as amended on 14 August 2018
- Financial year Calendar year
- Object of the company  
Marketing, installation and sale of systems and solar energy systems manufactured in accordance with the respective legal provisions during the existence of the company, excluding the generation of electricity itself; system integration in the photovoltaic energy business including project development, EPC business (planning, procuring and construction), O&M business (operating and maintaining), the sale of solar/photovoltaic modules, the sale or holding of photovoltaic energy systems and all activities related thereto; developing and marketing systems developed for the use of solar energy or similar technologies, including accessories.  
  
At present, only the distribution of solar modules takes place.
- Share capital EUR 50,000.00 (fully paid up)
- Shareholder The sole shareholder is REC Solar Holdings AS, Oslo/Norway.
- Management/Representation Mr. Cemil Seber
- Shareholders' Meeting The shareholders' meeting of 05 August 2021 was held:
  - the annual financial statements of the company as of 31 December 2020 were adopted,
  - the Managing Director was discharged for her activities in the financial year 2020.
  - Schneider + Partner GmbH, Munich, was appointed as auditor for the financial year 2021.

## **ECONOMIC CONDITIONS**

The company markets, installs and sells systems developed by Group companies for the use of solar energy or similar technologies, including accessories. Sales revenues are generated in Germany and abroad. Electricity generation is excluded.

The company purchases its equipment for sale exclusively from a manufacturing Group company. Due to the volatility of sales prices, the purchase price of the purchased goods is based on the sales prices of the regional markets. The gross margin remaining with the company is redefined annually as a target margin. The target margin is underpinned by benchmark studies as part of the transfer pricing documentation in the Group.

As a sales company in the REC Group, the company generally only bears the credit risk of its customers.

The company employed an average of 31 (previous year: 33) employees during the year.

# 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 *statt*. 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*) [Translator's 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 (lang-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: *StGB*]) 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.