

REC SOLAR FRANCE SAS

Financial Statements

For the year ended 31st December, 2022

REC SOLAR FRANCE SAS
Statutory auditor's report on the financial statements
For the year ended December 31st, 2022

To the Shareholder,

I. Opinion

In compliance with the engagement entrusted to us by your Shareholder, we have audited the accompanying financial statements of REC SOLAR FRANCE SAS for the year ended December 31st, 2022, as attached to this report.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31st, 2022 and of the results of its operations for the year then ended in accordance with French accounting principles.

II. Basis for Opinion

1. Audit Framework

We conducted our audit in accordance with professional standards applicable to the mission of the auditor appointed for three financial years, as set out in Article L.823-12-1 of the Commercial Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

2. Independence

We conducted our audit engagement in compliance with independence rules referred to the French Commercial Code (code de commerce) the Code of ethics (code de déontologie) for statutory auditors, for the period from January 1st, 2022 to the date of our report.

III. Justification of Assessments

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (code de commerce) relating to the justification of our assessment, we inform you that the most significant assessments we have performed have concerned the adequacy of the accounting principles used and the reasonableness of significant estimates made for the preparation of the year- end accounts, together with their overall presentation.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

REC SOLAR FRANCE SAS
Statutory auditor's report on the financial statements
For the year ended December 31st, 2022

IV. Specific verifications

We have also verified the documents sent to the body called upon to rule on the accounts, in accordance with professional standards applicable to the mission of the auditor appointed for three financial years provided in Article L. 823-12-1 of the French Commercial Code.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the President and in the other documents with respect to the financial position and the financial statements provided to the Shareholder.

V. Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The financial statements were approved by the President.

VI. Statutory Auditor's Responsibilities for the Audit of the Financial Statements

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. 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.

As specified in Article L.823-10-1 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

REC SOLAR FRANCE SAS
Statutory auditor's report on the financial statements
For the year ended December 31st, 2022

As part of an audit carried out in accordance with the professional practice standard relating to the mission of the statutory auditor appointed for three financial years provided for in Article L. 823-12-1 of the French Commercial Code, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Paris, March 30th, 2023

GEA AUDIT

Christophe Vaissettes

Assets

Assets	At 2022/12/31		At 2021/12/31	
	Gross	Depr.Prov.	Net	Net
	EUR		EUR	EUR
Uncalled capital				
FIXED ASSETS				
Intangible assets				
Set-up costs				
Research and Development costs				
Concessions, patents, licences and similar rights				
Goodwill				
Other intangible assets	3 372 605		3 372 605	2 729 192
Adv. and payments on account in respect of intangible assets				
Tangible assets				
Land				
Buildings				
Plant & machinery, fixtures, fitting, tools & equipments				
Other tangible assets				
Tangible assets in progress				
Advances and payments on account				
Investments				
Investments accounted for using the equity method				
Other categories of participating interest				
Receivable from subsidiaries				
Long-term securities				
Other long-term investments				
Loans				
Other financial assets	139		139	139
TOTAL (I)	3 372 744		3 372 744	2 729 331
CURRENT ASSETS				
Stocks and work in progress				
Raw materials, other supplies				
Work in progress (goods)				
Work in progress (services)				
Semi-finished and finished goods				
Goods for sale				
Advances and payments on account on orders				
Debtors				
Trade receivables				
Other debtors	2 732		2 732	157 160
Unpaid called up share capital				
Marketable securities				
Own shares				
Other securities				
Financial future market securities				
Cash at bank and in hand	216 846		216 846	50 000
Prepaid expenses	205		205	199
TOTAL (II)	219 783		219 783	207 359
Deffered charges (III)				
Redemption bond premium (IV)				
Unrealized exchange losses (V)				
TOTAL ASSETS (I à V)	3 592 527		3 592 527	2 936 690

See the accountant's report before the annual accounts

Equity and liabilities

Equity and Liabilities	At 2022/12/31	At 2021/12/31
	Net	Net
	EUR	EUR
CAPITAL AND RESERVES		
Share capital paid-in : 50 000	50 000	50 000
Share premium account		
Revaluation reserve		
Differences on assets assessed on equity method		
Reserves :		
- Legal reserve		
- Statutory and contractual reserves		
- Regulated reserves		
- Other reserves		
Retained profit / losses	-258 931	-225 292
Profit / Loss for the financial year	-26 027	-33 639
Grants for capital expenditures		
Tax-regulated provisions		
	TOTAL (I)	-234 958
		-208 931
OTHER SHAREHOLDERS' EQUITY		
Income from profit-sharing securities		
Conditional advances		
Other		
	TOTAL (I bis)	
PROVISIONS FOR CONTINGENCIES AND LIABILITIES		
Provisions for contingencies		
Provisions for liabilities		
	TOTAL (II)	
FINANCIAL DEBTS		
Convertible debenture loans		
Other debenture loans		
Bank loans and overdrafts		
Other loans and financial liabilities	3 819 446	3 137 101
Advances and payments received on account		
Trade payables	8 039	8 520
Tax and employee-related liabilities		
Fixed assets creditors		
Other creditors		
Financial future market securities		
Deferred income		
	TOTAL (III)	3 827 485
		3 145 621
Unrealized exchange gains (IV)		
	TOTAL EQUITY and LIABILITIES (I à IV)	3 592 527
		2 936 690
Including current bank loans and bank overdrafts		

Income Statement

Income statement	At 2022/12/31		At 2021/12/31	
	France	Export	Total	Total
Operating income			EUR	EUR
Sales of goods				
Sales of processed goods				
Sales of services				
	Turnover			
Change in inventory of finished goods				
Own work capitalised				
Operating grants				
Reversal of depreciations, provisions and cost recharge				
Other operating incomes				
	TOTAL (I)			
Operating expenses				
Purchase of goods				
Change in inventory of goods				
Purchase of raw materials and consumables				
Change in inventory of raw materials and consumables				
Other external expenses			26 027	33 639
Taxes				
Wages and salaries				
Social contributions				
Amortization and depreciation increase on fixed assets				
Provision increase on fixed assets				
Provision increase on current assets				
Provision increase for contingencies and liabilities				
Other operating expenses				
	TOTAL (II)		26 027	33 639
* Including :				
- Equipment leasing				
- Real property leasing				
	OPERATING INCOME (I - II)		-26 027	-33 639
Results from participation in Joint-ventures				
Profit allotted or Loss transferred (III)				
Loss allotted or Profit transferred (IV)				
Financial income				
Financial income from investments				
Income from securities and other fixed assets investments				
Other interests and financial income				
Reversal of provisions and cost recharge				
Gains on exchange adjustments				
Net income from disposals of marketable securities				
	TOTAL (V)			
Financial expenses				
Depreciation and provision expenses				
Interests and other financial expenses				
Losses on exchange adjustments				
Net losses from disposals of marketable securities				
	TOTAL (VI)			
	FINANCIAL INCOME (V - VI)			
	NET INCOME BEFORE TAX (I-II+III-IV+V-VI)		-26 027	-33 639

See the accountant's report before the annual accounts

Income Statement (2)

Income statement (2)

At 2022/12/31

At 2021/12/31

	EUR	EUR
Non-recurring income		
Non-recurring income on operational transactions		
Non-recurring capital gains		
Reversals of provisions, depreciation and transfers of expenses		
TOTAL (VII)		
Non-recurring expenses		
Non-recurring expenses on operational transactions		
Non-recurring capital losses		
Non-recurring amortisation, depreciation / impairment and provisions		
TOTAL (VIII)		
NON-RECURRING PROFIT (VII - VIII)		
Employee profit sharing (IX)		
Corporate income tax (X)		
TOTAL INCOME (I + III + V + VII)		
TOTAL EXPENSES (II + IV + VI + VIII + IX + X)	26 027	33 639
PROFIT OR LOSS (TOTAL INCOME - TOTAL EXPENSES)	-26 027	-33 639

(1) Including income for prior financial years

(2) Including expenses for prior financial years

(3) Including income for affiliated entities

(4) Including interest for affiliated entities

Assets (detail)

ASSETS	Balance		Amount	Change %
	At	At		
	At 2022/12/31	At 2021/12/31	EUR	EUR
Uncalled capital				
FIXED ASSETS				
Intangible assets				
Set-up costs				
Research and Development costs				
Concessions, patents, licences and similar rights				
Goodwill				
Other intangible assets	3 372 605	2 729 192.31	643 412.95	23.58
23200000 IN PROGRESS ASSETS ACC	3 372 605	2 729 192.31	643 412.95	23.58
Advances and payments on account in respect of intangible assets				
Tangible assets				
Lands				
Buildings				
Plant & machinery, fixtures, fittings, tools & equipment				
Other tangible assets				
Fixed assets in progress				
Advances and payments on account				
Financial assets				
Investments measured using the equity method				
Other categories of participating interest				
Amounts receivable from subsidiaries				
Long-term securities				
Other long-term investments				
Loans				
Other financial assets	139.00	139.00		
27500000 DEPOT, CAUTIONNEMENT VERSE	139.00	139.00		
TOTAL (1)	3 372 744.26	2 729 331.31	643 412.95	23.58
CURRENT ASSETS				
Stocks and work in progress				
Raw materials and consummables				
Work in progress (goods)				
Work in progress (services)				
Semi-finished and finished goods				
Goods for sale				
Advances and payments on account on orders				
Debtors				
Trade debtors and related accounts				
Other debtors	2 732.52	157 159.92	-154 427.40	-98.26
44566000 TVA DEDUCTIBLE S/ABS	2 732.52	21 191.92	-18 459.40	-87.10
44583000 REMBOURSEMENT TVA		135 968.00	-135 968.00	-100.00
Unpaid called up share capital				
Marketable securities				
Own shares				
Other securities				
Cash instruments				
Cash at bank and in hand	216 845.70	50 000.00	166 845.70	333.69
51210000 BANK OF AMERICA	216 845.70	50 000.00	166 845.70	
				333.69

ASSETS	Balance		Change	
	At	At	Amount	%
	At 2022/12/31	At 2021/12/31		
	EUR	EUR	EUR	
Prepaid expenses	205.00	199.00	6.00	3.02
48600000 CHARGE CONSTATE D AVANCES	205.00	199.00	6.00	3.02
TOTAL (II)	219 783.22	207 358.92	12 424.30	5.99
Deffered charges (III)				
Redemption bond premium (IV)				
Unrealized exchange losses (V)				
TOTAL ASSETS (I à V)	3 592 527.48	2 936 690.23	655 837.25	22.33

See the accountant's report before the annual accounts

Equity and Liabilities (detail)

EQUITY AND LIABILITIES	Balance		Variation		
	At		Amount	%	
	At 2022/12/31	At 2021/12/31			
CAPITAL AND RESERVES	EUR	EUR	EUR		
Share capital paid-in : 50 000	50 000.00	50 000.00			
10130000 CAPITAL APPELE VERSE	50 000.00	50 000.00			
Share premium account					
Revaluation reserve					
Differences on assets assessed on equity method					
Reserves:					
- Legal reserve					
- Statutory and contractual reserves					
- Regulated reserves					
- Other reserves					
Retained profit / losses	-258 930.61	-225 291.35	-33 639.26	-14.93	
11900000 R A N (DEBITEUR)	-258 930.61	-225 291.35	-33 639.26	-14.93	
Profit / Loss for the financial year	-26 026.89	-33 639.26	7 612.37	-22.63	
Grants for capital expenditures					
Tax-regulated provisions					
	TOTAL (I)	-234 957.50	-208 930.61	-26 026.89	12.46
OTHER SHAREHOLDERS' EQUITY					
Income from profit-sharing securities					
Conditional advances					
Other					
	TOTAL (I bis)				
PROVISIONS FOR CONTINGENCIES AND LIABILITIES					
Provisions for contingencies					
Provisions for liabilities					
	TOTAL (II)				
CREDITORS					
Convertible debenture loans					
Other debenture loans					
Bank loans and overdrafts					
Other loans and financial liabilities	3 819 445.98	3 137 100.84	682 345.14	21.75	
45510000 INTERCO REC SOLAR PTE LTD	3 819 445.98	3 137 100.84	682 345.14	21.75	
Advances and payments received on account					
Trade creditors and related accounts	8 039.00	8 520.00	-481.00	-5.65	
40100000 FOURNISSEURS	2 016.00	2 820.00	-804.00	-28.51	
40810000 FACT NON PARVENUE	6 023.00	5 700.00	323.00	5.67	
Tax and employee-related liabilities					
Fixed assets creditors					
Other creditors					
Financial future market securities					
Deferred income					
	TOTAL (III)	3 827 484.98	3 145 620.84	681 864.14	21.68
Unrealized exchange gains (IV)					
	TOTAL EQUITY and LIABILITIES (I à IV)	3 592 527.48	2 936 690.23	655 837.25	22.33

See the accountant's report before the annual accounts

Income Statement (detail)

INCOME STATEMENT	Balance			Variation
	At 2022/12/31	At 2021/12/31	Amount	%
	EUR	EUR	EUR	
Operating income				
Sales of goods				
Sales of processed goods				
Sales of services				
	Turnover			
Change in inventory of finished goods				
Own work capitalised				
Operating grants				
Reversal of depreciations, provisions and cost recharge				
Other operating incomes		0.03	-0.03	
75800000 PDTS DIV.GEST [™] COURANTE		0.03	-0.03	
	TOTAL (I)	0.03	-0.03	-100.00
Operating expenses				
Purchase of goods				
Change in inventory of goods				
Purchase of raw materials and consumables				
Change in inventory of raw materials and consumables				
Other external expenses*	26 026.89	33 639.29	-7 612.40	-22.63
61320000 LOC IMMOBILIERE	2 394.00	2 278.00	116.00	5.09
62260000 HONORAIRES COMPTABLES	8 760.00	10 110.00	-1 350.00	-13.35
62261000 HONORAIRES CAC	4 546.00	4 500.00	46.00	1.02
62262000 HONORAIRES JURIDIQUES	5 170.00	1 320.00	3 850.00	291.67
62262100 HONO ETUDES	4 852.19	5 981.29	-1 129.10	-18.88
62512000 DEPL.MISS.		9 450.00	-9 450.00	-100.00
62700000 FRAIS BANCAIRES	304.70		304.70	-
Taxes				
Wages and salaries				
Social contributions				
Amortization and depreciation increase on fixed assets				
Provision increase on fixed assets				
Provision increase on current assets				
Provision increase for contingencies and liabilities				
Other operating expenses				
	TOTAL (II)	26 026.89	33 639.29	-7 612.40
				-22.63
* Including :				
- Equipment leasing				
- Real property leasing				
	OPERATING INCOME (I - II)	-26 026.89	-33 639.26	7 612.37
				-22.63
Profit allotted or Loss transferred (III)				
Loss allotted or Profit transferred (IV)				
Financial income				
Financial income from investments in group and related companies				
Income from securities and other fixed assets investments				
Other interests and financial income				
Reversal of provisions and cost recharge				
Gains on exchange adjustments				
Net income from disposals of marketable securities				

INCOME STATEMENT	Balance		Variation	
	At 2022/12/31	At 2021/12/31	Amount	%
	EUR	EUR	EUR	
TOTAL (V)				
Financial expenses				
Depreciation and provision expenses				
Interests and other financial expenses				
Losses on exchange adjustments				
Net losses from disposals of marketable securities				
TOTAL (VI)				
FINANCIAL INCOME (V - VI)				
NET INCOME BEFORE TAX (I-II+III-IV+V-VI)	-26 026.89	-33 639.26	7 612.37	-22.63
Non-recurring income				
Non-recurring income on operational transactions				
Non-recurring capital gains				
Reversals of provisions, depreciation and transfers of expenses				
TOTAL (VII)				
Non-recurring expenses				
Non-recurring expenses on operational transactions				
Non-recurring capital losses				
Non-recurring amortisation, depreciation / impairment and provisions				
TOTAL (VIII)				
NON-RECURRING PROFIT (VII - VIII)				
Employee profit sharing (IX)				
Corporate income tax (X)				
TOTAL INCOME (I + III + V + VII)	0.03	-0.03	-100.00	
TOTAL EXPENSES (II + IV + VI + VIII + IX + X)	26 026.89	33 639.29	-7 612.40	-22.63
PROFIT OR LOSS	-26 026.89	-33 639.26	7 612.37	-22.63

See the accountant's report before the annual account