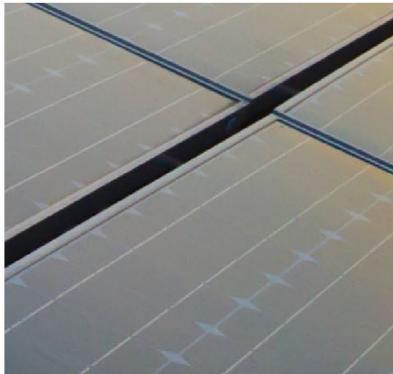
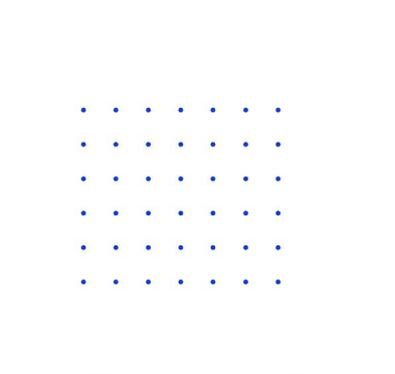


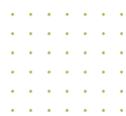
ALTERNUS ENERGY  
GROUP  
PLC AND  
SUBSIDIARIES



**ANNUAL REPORT AND  
AUDITED CONSOLIDATED  
FINANCIAL STATEMENTS**

**FOR THE TWELVE MONTHS  
ENDED  
31 DECEMBER 2021**





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## Company Information

<b>Directors</b>	Mr. Vincent Browne Mr. John McQuillan Mr. John Thomas Ms. Tone Bjornov Mr. Rolf Wikborg (retired from Board as at February 14, 2022) Mr. Javade Chaudhri (added to the Board as at February 14, 2022)
<b>Secretary</b>	Mr. John McQuillan
<b>Registered Office</b>	Suite 9-10 Plaza 212, Blanchardstown Corporate Park 2, Blanchardstown, Dublin 15, D15 R504
<b>Registered Number</b>	642708
<b>Solicitors</b>	Carmel, Milazzo & Feil LLP Thommessen Orrick, Harrington & Sutcliffe (Europe) LLP Simmons & Simmons
<b>Bankers</b>	Bank of Ireland JP Morgan Chase First National Bank DNB Postbank GLS Bank Munchen DKB Rabobank Zuidwest – Brabant
<b>Auditors</b>	Mazars Chartered Accountants & Statutory Audit Firm Harcourt Centre, Block 3 Harcourt Road Dublin 2



## Director's Report for the Twelve Months ended 31 December 2021

The directors present herewith their report and audited consolidated financial statements for the period ended 31 December 2021. These financial statements reflect the performance of Alternus Energy Group PLC and its subsidiaries ("the Group") for the twelve months ended 31 December 2021.

### Directors and Secretary

The present directors and secretary are as listed on page 3 and, unless otherwise indicated, have served throughout the period. The table below outlines the beneficial interests in the shares of the Company:

Director	Ordinary shares
Vincent Browne	4,318,954
John McQuillan	94,500
John Thomas	385,500
Tonne Bjornov	-
Rolf Wikborg	-
Javade Chaudhri	-

### Principal Development & Performance Activities Review

Alternus Energy Group Plc ("We", "ALTN", "ALTERNUS" or the "Company" and together with its consolidated subsidiaries, the "Group") was incorporated in Dublin, Ireland on January 31, 2019, under the name Alternus Energy International Limited. On October 20, 2020, the Company re-registered as a PLC and changed its name to Alternus Energy Group PLC.

Established in 2016, Alternus Energy Group Plc is an international vertically integrated independent power producer (IPP). Headquartered in Ireland and listed on the Euronext Growth Market – Oslo, the Company develops, constructs, owns, and operates utility scale solar PV projects in multiple countries. The Company also has offices in Rotterdam and America.

### Results for the period

The results for the financial period are set out in page 21.

### Going concern

The directors expect the Company to acquire solar parks and continue the Group's footprint of net MW increase to the portfolio, the financial statements have been prepared on a going concern basis. The Directors are of the opinion that the Company has sufficient cash flows to continue to meet its obligations and there is no intention to wind up the Company. The outbreak of the corona virus, also known as "COVID-19", has spread across the globe and is impacting worldwide economic activity. COVID-19 has not substantially impacted the operations of the Company and its core operations.

The geopolitical situation in Eastern Europe intensified on February 24, 2022, with Russia's invasion of Ukraine. The war between the two countries continues to evolve as military activity proceeds and additional sanctions are imposed. In addition to the human toll and impact of the events on entities that have operations in Russia, Ukraine, or neighbouring countries (e.g., Belarus, Poland, Romania) or that conduct business with their counterparties, the war is increasingly affecting economic and global financial markets and exacerbating ongoing economic challenges, including issues such as rising inflation and global supply-chain disruption. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time.



## Political Donations

The Electoral Act, 1997 requires companies to disclose all political donations over €200 in aggregate made during the financial year. The directors, on enquiry, have satisfied themselves that no such donation in excess of this amount has been made by the Company during the period ended 31 December 2021.

## Dividends

During the year the Group did not declare an interim or final dividend for the year.

## Future Developments in The Business

In spite the significant global headwinds and uncertainty caused by the COVID-19 pandemic and the Russia – Ukraine conflict, the Group plans to continue acquiring solar parks and continue expanding its footprint of net MW increase to the portfolio.

## Principal Risks and Uncertainties

In the opinion of the Directors, the main risks and uncertainties faced by the Group, along with the nature of their potential impact, are as follows:

- a) Risks relating to unsuccessful completion of transactions – The Group is currently negotiating several transactions to acquire solar parks in Poland, Germany, Greece, Spain, Romania and elsewhere across Europe. There can be no assurances that the transactions will complete.
- b) Risks related to the Group and the industry in which it operates:
  - The Company is a holding company that relies on distributions and other payments, advances, and transfers of funds from its subsidiaries to meet its obligations.
  - The reduction, modification or elimination of government subsidies and economic incentives may reduce the economic benefits of existing solar parks and the opportunities to develop or acquire suitable new solar parks.
  - Decreases in the spot market price of electricity could harm the Group's revenue and reduce the competitiveness of solar parks in grid-parity markets.
  - Risks related to the renewals of power purchase agreements.
- c) Risks related to the Group and the industry in which it operates continued:
  - The seasonality of the Group's operations may affect its liquidity and will affect our quarterly results.
  - Risks related to acquisitions.
  - Failure to manage the Group's growing and changing business could have a material adverse effect on the business, prospects, financial condition, and results of operations.
  - The delay between making significant upfront investments in the Group's solar parks and receiving revenue could materially and adversely affect the Group's liquidity, business, and results of operations.
  - Risks related to developing and maintaining renewable energy projects.
  - Risks related to receiving proper planning permissions for the solar parks.



- Solar project development is challenging and may ultimately not be successful and miscalculations in planning a project may negatively affect our engineering, procurement, and construction (EPC) prices, all of which could increase our costs, delay, or cancel a project, and have a material adverse effect on our business, financial condition, results of operations and profit margins.
  - Our development activities may be subject to cost overruns or delays, which may materially and adversely affect our financial results and results of operations.
  - Risks relating to PV plants quality or PV plants performance.
  - The Group's limited operating history may not serve as an adequate basis to judge its prospects and results of operations.
  - The holding companies in the Group have a significant number of foreign subsidiaries with whom they have entered into many related party transactions. The relationship of such holding companies with these entities could adversely affect the Group in the event of their bankruptcy or similar insolvency proceeding.
  - The Group's business as an independent power producer (IPP) requires significant financial resources and the growth prospects and future profitability of the Group depends on the availability of additional funding options with acceptable terms. If the Group does not successfully execute its financing plan it may have to sell certain of its solar parks.
  - Risk related to competition.
  - Risk related to personnel.
  - If sufficient demand for solar parks does not develop or takes longer than anticipated to develop, the Group's business, financial condition, results of operations and prospects could be materially and adversely affected.
  - The Group is subject to risks associated with fluctuations in the price of PV modules and balance-of-system components or in the costs of design, construction, and labour.
  - The Group may be subject to unforeseen costs, liabilities or obligations when operating and maintaining solar parks.
  - Refurbishment of renewable energy facilities involve significant risks that could result in unplanned power outages or reduced output.
- d) Risks related to the Group and the industry in which it operates continued:
- The Group's project operations may be adversely affected by weather and climate conditions, natural disasters, and adverse work environments.
  - Business interruptions, whether due to catastrophic disasters or other events, could adversely affect the Group's operations, financial condition, and cash flows.
  - The Group's business, results of operations, financial condition and cash flows has been and may continue to be materially and adversely affected by the outbreak of COVID-19.
- e) Legal and regulatory risk:
- Litigation risk - the Group may, in the ordinary course of business, become involved in such proceedings which may be expensive, lengthy, disruptive to normal business operations and require significant attention from the Group's management bodies.
  - Risk related to legal rights to real property.



- The Group is subject to counterparty risks under our Feed in Tariff (FiT) price support schemes and Green Certificates (GC) schemes.
  - The Group has limited business insurance coverage internationally.
  - The Group conducts its business operations globally and is subject to global and local risks related to economic, regulatory, tax, social and political uncertainties.
  - The Group's international operations require significant management resources and presents legal, compliance and execution risk in multiple jurisdictions.
- f) Risks related to the Group's financial situation:
- Fluctuations in foreign currency exchange rates may negatively affect the Group's revenue, cost of sales and gross margins and could result in exchange losses.
  - The Group's substantial indebtedness could adversely affect its business, financial condition, and results of operations.
- g) Risks relating to the shares:
- An active trading market for the Company's shares may not develop and the price of the shares may under any circumstance fluctuate significantly.
  - The shares may not be a suitable investment for all investors.
  - Holders of the shares may need an account with VPS and shareholders that are registered in a nominee account may not be able to exercise voting rights as readily as shareholders whose shares are registered in their own names with the VPS.
  - Shareholders may face currency exchange risks or adverse tax consequences by investing in the shares denominated in currencies other than their reference currency.
  - Legal investment considerations may restrict certain investments.
  - Shareholders may risk being diluted.
  - The transfer of shares is subject to restrictions under the securities laws of the United States and other jurisdictions.
  - Future sales or the possibility of future sales of substantial numbers of shares may affect the shares' market price.
- h) Risks relating to the shares:
- The Company may be unwilling or unable to pay any dividends or make distributions.
  - Irish law imposes certain restrictions on shares and shareholders.

### Events subsequent to the Year End

In accordance with IAS 10, Events after the reporting period (Subsequent Events), we have evaluated subsequent events through the date of issuance of these financial statements.

On 14 February 2022, Group's subsidiary Solis Bond Company DAC, filed an application for its bond to be admitted to stock exchange listing on the Euronext Oslo Børs exchange.

On 14th February 2022, Mr. Rolf Wikborg retired as the member of the Board and on the same day Mr. Javade Chaudhri was appointed as a new member of the Board.



On 2nd March 2022, Group's subsidiary Solis Bond Company DAC successfully completed a tap issue of EUR 10 Million under its three-year senior secured bond issue.

On 31st March 2022, Group's subsidiary Solis Bond Company DAC acquired 11 MW operational portfolio in Poland.

On 22nd March 2022, the Group entered into a loan agreement with accredited investors for EUR 1 million for the period of one year. The loan note holds the interest rate of 8% p.a.

On 28th March 2022, the Group's subsidiary, Solis Bond Co DAC entered into a loan agreement with accredited investors for EUR 2 million note for one year. The loan note holds the interest rate of 8% p.a.

## Parent Undertaking and Controlling Party

Alternus Energy Group Plc ("We", "ALTN" or the "Company" and together with its consolidated subsidiaries, the "Group") was incorporated in Dublin, Ireland on January 31, 2019 under the name Alternus Energy International Limited. On October 20, 2020 the Company re-registered as a PLC and changed its name to Alternus Energy Group PLC. The Company is a former subsidiary of the previous parent company of the Group, Alternus Energy Inc., but became the new parent company of the Group following completion of a reorganization. On December 2, 2020, the Group completed the last step of a reorganization, which resulted in the Company becoming the parent company of the Group (the "Reorganization"). The Reorganization included the following main steps: (i) the Company re-registered as a Plc in Ireland (from a Limited company), (ii) the Company incorporated Solis Bond Company, a Designated Activity Company, (iii) Altam Inc., the Company's parent company at the time, spun out the Company through the issuance of a share dividend / the distribution of the Company's shares to Altam Inc.'s shareholders, and (iv) the Company acquired Altam Inc. through a share for share exchange. The net result of the reorganization was no change to the carrying value of the equity. The share dividend was at a 1:1.5 ratio and the share exchange was at 1:4.5 Group Companies.

Particulars of the companies within the Group, required to be disclosed under Section 314(1) of the Companies Act 2014, in respect of Group companies are detailed in Note 18 to the Consolidated Financial Statements.

## Related Party

Parties are considered to be related when one party can exercise control, shared control, or significant influence over the other in decision-making involving its finances and operating activities. The related parties of the parent company include major shareholders, subsidiaries, and key management personnel. Key management personnel include members of the Board of Directors and the Secretary.

	31 December 2021
Transactions with Directors	(€000's)
Wikborg Sons Ltd AS, a related party to Rolf Wikborg, fee	634
Prepaid consulting agreement with Wikborg Sons Ltd AS, a related party to Rolf Wikborg	300
Doonbeg Partners, a related party to John Thomas	889
<b>Total Transaction with Directors</b>	<b>1,823</b>



The Company entered into a consulting agreement with Doonbeg partners, which included Wikborg Sons Ltd AS in January 2020 for capital raising services. The fee paid relates to the successful placement of bonds and equity for the Company in 2021. The fees are fully paid and included with other placements fees relating to these transactions. No further fees are payable for any future financings under this agreement.

## Directors' Remuneration

	31 December 2021
Director's Remuneration	(€000's)
Remuneration in respect of services as directors	562
Remuneration in respect to long term incentive schemes	-

## Director's Compliance Statement

The Directors have drawn up a compliance policy statement setting out the Company's policies (that, in the Directors' opinion, are appropriate to the Company) respecting compliance by the Company with its relevant obligations the Directors understand that they are responsible for securing the Company's compliance with its relevant obligations. The Company has appropriate arrangements or structures that are, in the Directors' opinion, designed to secure material compliance with the Company's relevant obligations; and the Company has conducted a review, during the financial year of the arrangements or structures that have been put in place.

## Accounting Records

The Directors are responsible for ensuring that proper books and accounting records, as outlined in Sections 281 to 285 of the Companies Act 2014, are kept by the Company. To achieve this, the Directors have appointed a professionally qualified financial director who reports to the Board and ensures that the requirements of Sections 281 to 285 of the Companies Act 2014 are complied with. These books and accounting records are maintained at the Company's registered office at Dublin, Ireland.

## Statement on relevant audit information

In the case of each persons who are Directors at the time this report is approved in accordance with Section 332 of the Companies Act 2014:

- a) So far as the Directors are aware, there is no relevant audit information of which the Company's statutory auditors are unaware, and
- b) The Directors have taken all steps that they ought to have taken as Directors to make themselves aware of any relevant audit information, and to establish that the Company's statutory auditors are aware of that information.

## Auditors

Mazars, Chartered Accountants & Statutory Audit Firm express their willingness to continue in office in accordance with Section 383(2) of the Companies Act 2014.



## Disclosure of information to Auditors

So far as each of the directors in office at the date of approval of the financial statements is aware:

- There is no relevant audit information of which the Company's auditors are unaware; and
- The directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 330 of the Companies Act 2014.

## Director's Compliance Statement

The directors, in accordance with Section 225(2) (a) of the Companies Act 2014 (the "Act"), acknowledge that they are responsible for securing the Company's compliance with its "relevant obligations." "Relevant obligations", in the context of the Company, are the Company's obligations under:

- (a) the Act, where a breach of the obligations would be a category 1 or category 2 offence;
- (b) the Act, where a breach of the obligation would be a serious Market Abuse or Prospectus offence; and
- (c) tax law.

Pursuant to Section 225(2) (b) of the Act, the directors confirm that:

- (i) a compliance policy statement has been drawn up as required by Section 225(3)(a) of the Act setting out the Company's policies (that, in the directors' opinion, are appropriate to the Company) respecting compliance by the Company with its relevant obligations;
- (ii) appropriate arrangements and structures are in the process of being put in place that, in their opinion, will be designed to secure material compliance with the Company's relevant obligations, and
- (iii) a review was conducted, during the financial year, of the arrangements and structures referred to in paragraph.

## Corporate Governance Review

The board of directors of the Company (the "Board") is responsible for establishing and maintaining adequate internal controls and risk management systems of the Company in relation to the financial reporting process. Such systems are designed to manage rather than eliminate the risk of failure to achieve the Company's financial reporting objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has established processes regarding internal controls and risk management systems to ensure its effective oversight of the financial reporting process. The Board evaluates and discusses significant accounting and reporting issues as the need arises.

The Board is obliged to design and maintain control structures to manage the risks which the Board judges to be significant for internal controls over financial reporting. These control structures include appropriate division of responsibilities and specific control activities, aimed at detecting or preventing the risk of significant deficiencies in financial reporting for every significant account in the financial statements and the related notes in the Company's annual report. The systems of control have been in place for the period under review and up to the date of approval of the annual report and accounts.



The Company's policies and the Board's instructions with relevance for financial reporting are updated and communicated via appropriate channels, such as e-mail, correspondence and meetings to ensure that all financial reporting information requirements are met in a complete and accurate manner. The Board has an annual process to ensure that appropriate measures are taken to consider and address any measures recommended by the independent auditors.

**On behalf of the Board**

A handwritten signature in black ink, appearing to read 'Vincent Browne', written over a horizontal dashed line.

**Vincent Browne**

**Director**

**30th May 2022**

A handwritten signature in black ink, appearing to read 'John McQuillan', written over a horizontal dashed line.

**John McQuillan**

**Director**



## Director's Responsibilities Statement

The Directors are responsible for preparing the annual report and the Company financial statements in accordance with Companies Act 2014.

Irish company law requires the Directors to prepare financial statements for each financial year. Under the law, the Directors have elected to prepare the Company's financial statements in accordance with International Financial Reporting Standards as adopted by the European Union ("relevant financials reporting framework").

Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities, and financial position of the Company as at the financial year end date and of the profit or loss of the Company or the financial year and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for ensuring that the Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy, enable them to ensure that the financial statements comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance of the financial information included on the Company's website. Legislation in the Republic of Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## On behalf of the Board

Vincent Browne

Director

30th May 2022

John McQuillan

Director

## Independent auditor's report to the members of Alternus Energy Group PLC

### Report on the audit of the financial statements

#### Opinion

We have audited the financial statements of Alternus Energy Group PLC (“the Company”) and its subsidiaries (“the Group”) for the year ended 31 December 2021, which comprise the Consolidated and Company Statement of Comprehensive Income, the Consolidated and Company Statement of Financial Position, the Consolidated and Company Statement of Changes in Equity, the Consolidated and Company Statement of Cash Flow and the related notes to the financial statements including the summary of significant accounting policies set out in the notes. The financial reporting framework that has been applied in their preparation is Irish law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion:

- the financial statements give a true and fair view of the assets, liabilities and financial position of the Company and the Group as at 31 December 2021, and of the Company and Group's profit for the year then ended;
- the Company and Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the Company and the Group financial statements have been properly prepared in accordance with the requirements of the Companies Act 2014.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We are independent of the Company and the Group in accordance with the ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the director's assessment of the Company and Group's ability to continue to adopt the going concern basis of accounting included:

- An assessment of the reasonableness of Group's going concern assessment;
- Evaluating the Company's assessment of Covid-19 financial impact; and

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's and the Group's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditor, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. 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 these matters.

We summarise below the key audit matters in forming our audit opinion above, together with an overview of the principal audit procedures performed to address each matter and, where relevant, key observations arising from those procedures.

Key audit matter – Impairment of long-lived assets	How the matter was addressed
<p>The Company owns photovoltaics (“PV”) parks used in generating solar energy – an asset with specific purpose and main component of the Company’s financial statements. The PVs are carried at cost, depreciated on straight-line basis, over the useful lives of the assets, and subject to impairment.</p> <p>The risks from these assets are the judgements and/or estimates arising from the determination of the useful life and the relevant inputs used in the impairment assessment model.</p>	<p>Obtained an understanding of the process for the assessment of the impairment of energy property and perform a walkthrough of the process, including controls over the inputs and production assumptions, and evaluate the design of controls in relation to the identified risk;</p> <p>Obtained an understanding of the assumptions used by management and evaluate their appropriateness and accuracy of inputs such as FIT/PPA from long-term contracts;</p> <p>Assessed the reasonableness of the methodology used by management to assess and determine potential impairment;</p> <p>Assessed the estimated useful lives by reviewing the accounting policy and compare against industry benchmark;</p> <p>Challenged key assumptions taken by the management and calculations performed by: Critically assessing the discount rate and growth rate used in the discounted cash flow models, with the focus on the methodology used to estimate the key assumptions</p> <p>Challenged of other key assumptions through comparison to external sources and where appropriate those used by peers and to other economic metrics</p> <p>Assessed managements future cash flow forecasts by:</p> <ul style="list-style-type: none"> <li>• Test that the forecasts agree to the lasts annual operating plan/budget approved by management;</li> <li>• Consider current year performance against plan and discuss key deviations with management;</li> </ul>

	<ul style="list-style-type: none"> <li>• Perform independent sensitivity analysis;</li> </ul> <p>Ensured mathematical accuracy of model used by reperforming calculations; and</p> <p>Ensured appropriate disclosure has been made in the yearend financial statements</p>
<p><b>Key audit matter – Fair valuation of net assets acquired from business combinations under IFRS 3</b></p>	<p><b>How the matter was addressed</b></p>
<p>The Group's acquisitions are treated as business combinations under IFRS 3, Business Combinations and are accounted for using the 'acquisition method', which generally requires acquired assets and assumed liabilities to be measured at their fair values at the acquisition date which involve significant management estimates and judgements. An acquisition of a business may not necessarily meet the criteria for an acquisition to be accounted for as a business combination in accordance with IFRS 3.</p> <p>The Company completed 8 acquisitions in 2021. The purchase price for these transactions amounted to €54.140 million and resulted to recognition of gain on bargain purchase and goodwill, as applicable.</p> <p>Due to the complexity of the accounting treatment and involvement of significant accounting judgements and estimates, there is an increased risk that material misstatements may arise from:</p> <p><u>For acquisition date fair value:</u></p> <ul style="list-style-type: none"> <li>• incorrect application of the accounting treatment</li> <li>• use of inappropriate models;</li> <li>• and/or use of unreasonable data assumptions</li> </ul> <p>Hence, the audit team has assessed the acquisition transactions as a Key Audit Matter.</p> <p>The assessed Key Audit Matter focuses on the valuation of the net assets and the resulting gain on bargain purchase and goodwill at acquisition date.</p>	<p>Obtained an understanding of the acquisition transaction through evaluation of the sale and purchase agreements, including inspection of minutes of meetings and documentation of approvals made by TCWG;</p> <p>Determined whether the transactions are business combinations under IFRS 3 by obtaining and reviewing management's analysis summarizing the accounting treatment, including assessment of management's definition and basis of control;</p> <p>Ensured appropriate disclosure has been made in the yearend financial statements.</p> <p>Evaluated basis for management's determination of the fair value of the net assets acquired;</p> <p>Challenged management's methodology and assumptions underlying the valuation of goodwill and gain on bargain purchase:</p> <ul style="list-style-type: none"> <li>• Assess and recalculate the discount rate (WACC) and growth rate used based on external market data, and comparing these rates to the rates used by management;</li> <li>• Evaluate the valuation methodology used by management;</li> <li>• Checking the accuracy of the calculations through reperformance</li> </ul> <p>Incorporated back-testing on historically acquired businesses by:</p> <ul style="list-style-type: none"> <li>• Performing a retrospective review of management's estimate, comparison of forecasted performance used in the determination of fair value at the point of acquisition against actual results in order to assess the fairness of estimates made by management;</li> <li>• Consider factors that might not be present at the point of acquisition that affected the actual results when doing this assessment.</li> </ul>

**Our application of materiality**

We apply the concept of materiality in planning and performing the audit and in evaluating the impact of misstatements, if any. Materiality is an expression of the relative significance or importance of a matter in the context of the financial statements. Misstatements in the financial statements are material if they, individually or in aggregate, could reasonably be expected to influence the economic decisions of users taken based on the financial statements.

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and on the financial statements as a whole. Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Overall materiality	€2,126,740
How we determined it	1% of total assets
Rationale for benchmark applied	Our materiality was set based on a benchmark of total assets being investment in energy property is the main component of the financial position of the Company.
Reporting threshold	We agreed with those charged with governance that we would report to them misstatements identified during our audit above €63,802 as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

**Overview of the scope of the audit**

As part of designing our audit, we assessed the risk of material misstatement in the financial statements, whether due to fraud or error, and then designed and performed audit procedures responsive to those risks. In particular, we looked at where the directors made subjective judgements such as making assumptions on significant accounting estimates.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole. We used the outputs of a risk assessment, our understanding of the Company and the Group, its environment, controls and critical business processes, to consider qualitative factors in order to ensure that we obtained sufficient coverage across all financial statement line items.

**Other information**

The directors are responsible for the other information. The other information comprises the information included in the reports other than the financial statements and our auditor’s report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### **Opinions on other matters prescribed by the Companies Act 2014**

In our opinion, based on the work undertaken in the course of the audit, we report that:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements;
- the directors' report has been prepared in accordance with applicable legal requirements;
- the accounting records of the Company and the Group were sufficient to permit the financial statements to be readily and properly audited; and
- the financial statements are in agreement with the accounting records.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit of the Company and the Group.

### **Matters on which we are required to report by exception**

Based on the knowledge and understanding of the Company and the Group and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

The Companies Act 2014 requires us to report to you if, in our opinion, the requirements of any of Sections 305 to 312 of the Act, which relate to disclosures of directors' remuneration and transactions are not complied with by the Company and the Group. We have nothing to report in this regard.

### **Respective responsibilities**

#### ***Responsibilities of directors for the financial statements***

As explained more fully in the directors' responsibilities statement out on page 12, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that give a true and fair view, 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, the directors are responsible for assessing the Company and the Group'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 management either intends to liquidate the Company or the Group or to cease operations, or has no realistic alternative but to do so.

#### ***Auditor's responsibilities for the audit of the financial statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) 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.

A further description of our responsibilities for the audit of the financial statements is located on the Irish Auditing and Accounting Supervisory Authority's website at: [http://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description\\_of\\_auditors\\_responsibilities\\_for\\_audit.pdf](http://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf). This description forms part of our auditor's report.

**The purpose of our audit work and to whom we owe our responsibilities**

Our report is made solely to the Company's members, as a body, in accordance with Section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



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Michael Tuohy  
for and on behalf of Mazars  
Chartered Accountants & Statutory Audit Firm  
Harcourt Centre, Block 3  
Harcourt Road  
Dublin 2  
Date: 31 May 2022



## Consolidated Statement of Comprehensive Income

(€000's)	Notes	Year ended 31 December 2021	Year ended 31 December 2020
Revenue	1	20,616	145
Cost of sales	2	(5,554)	(57)
<b>Gross profit</b>		<b>15,062</b>	<b>88</b>
General and administration expenses	3	(5,428)	(649)
Depreciation	4	(5,558)	(249)
Amortisation	4	(36)	(3)
<b>Operating profit/(loss)</b>		<b>4,040</b>	<b>(813)</b>
Finance costs	5	(15,109)	(609)
Disposal of assets	5	(4,693)	-
Finance forgiveness	5	4,982	-
Gain on Bargain purchase <sup>1</sup>	6	19,882	-
<b>Profit/(loss) on ordinary activities before taxation</b>		<b>9,102</b>	<b>(1,422)</b>
Income Tax	20	(446)	-
<b>Profit/(loss) for the financial year</b>		<b>8,656</b>	<b>(1,422)</b>
<b>Other comprehensive income for the year</b>			
Foreign exchange differences on translation of operations of foreign subsidiaries		3,391	(76)
<b>Total comprehensive income for the year attributable to the owners of the Group</b>		<b>12,047</b>	<b>(1,498)</b>

<sup>1</sup> IFRS 3 'Business Combinations', outlines the accounting when an acquirer obtains control of a business (e.g., an acquisition or merger). Such business combinations are accounted for using the 'acquisition method', which generally requires assets acquired and liabilities assumed to be measured at their fair values at the acquisition date. A bargain purchase occurs when businesses are acquired for less than fair market value. In a bargain purchase business combination, a corporate entity is acquired by another for an amount that is less than the fair market value of its net assets. Current accounting rules for business combinations require the acquirer to record the difference between the fair value of the acquired net assets and the purchase price as a gain on its income statement due to Bargain Purchase. Bargain purchase for acquisitions in Romania and Italy constitutes to the amounts recorded in Q1'21 and Q2'21.



## Company Statement of Comprehensive Income

(€000's)	Notes	Year Ended 31 December 2021	Year Ended 31 December 2020
Revenue		-	-
Cost of sales		-	-
<b>Gross profit</b>		-	-
General and administration expenses	3	<b>(2,447)</b>	(584)
Depreciation	4	<b>(57)</b>	(36)
Amortisation		-	-
<b>Operating loss</b>		<b>(2,504)</b>	(620)
Finance costs	5	<b>(1,136)</b>	(620)
Finance forgiveness	5	<b>3,692</b>	-
Intercompany write off	5	<b>1,520</b>	-
<b>Profit/(loss) on ordinary activities before taxation</b>		<b>1,572</b>	<b>(1,240)</b>
Income Tax	20	-	-
<b>Profit/(loss) for the financial year</b>		<b>1,572</b>	<b>(1,240)</b>
<b>Other comprehensive income for the year</b>			
Foreign exchange differences on translation of operations of foreign subsidiaries		-	-
<b>Total comprehensive profit/(loss) for the year attributable to the owners of the Company</b>		<b>1,572</b>	<b>(1,240)</b>



## Consolidated Statement of Financial Position

(€000's)	Notes	Year Ended	Year Ended
		31 December 2021	31 December 2020
<b>Assets</b>			
<b>Non-current assets</b>			
Goodwill	7	3,020	1,100
Property, plant and equipment, net	8	170,839	37,553
<b>Total Non-Current assets</b>		<b><u>173,859</u></b>	<b><u>38,653</u></b>
<b>Current assets</b>			
Trade and other receivables	11	17,434	8,522
Restricted cash	12	7,553	455
Cash and cash equivalents	12	<u>16,068</u>	<u>971</u>
<b>Total Current Assets</b>		<b><u>41,055</u></b>	<b><u>9,948</u></b>
<b>Total Assets</b>		<b><u>214,914</u></b>	<b><u>48,601</u></b>
<b>Equity and Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	13	16,435	12,631
Financing lease – short term		-	82
Capital lease – short term	14	117	77
Borrowings – short term	15	2,600	21,135
<b>Non-current liabilities</b>			
Assets retirement obligation	16	552	136
Capital lease – long term	14	3,896	1,527
Financing Lease – long term		-	741
Borrowings – long Term	15	<u>148,337</u>	<u>13,712</u>
<b>Total Liabilities</b>		<b><u>171,937</u></b>	<b><u>50,041</u></b>
<b>Non-controlling interest</b>		<b><u>188</u></b>	<b>≡</b>
<b>Capital and reserves</b>			
Share Capital	17	263	80
Share Premium		44,780	12,781
Foreign exchange reserve		3,315	(76)
Accumulated deficit		<u>(5,569)</u>	<u>(14,225)</u>
<b>Total equity</b>		<b>42,789</b>	<b>(1,440)</b>
<b>Total equity and liabilities</b>		<b><u>214,914</u><sup>2</sup></b>	<b><u>48,601</u></b>

<sup>2</sup> All results are in respect of continuing operations.  
The notes on pages 27 to 71 are an integral part of these financial statements.



## Company Statement of Financial Position

(€000's)	Notes	Year Ended 31 December 2021	Year Ended 31 December 2020
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment, net	8	665	293
Investment in Subsidiaries	9	47,929	12,885
<b>Total Non-Current assets</b>		<b><u>48,594</u></b>	<b><u>13,178</u></b>
<b>Current assets</b>			
Due from affiliates	10	4,766	-
Trade and other receivables	11	3,116	2,159
Cash and cash equivalents	12	2,803	20
<b>Total Current Assets</b>		<b><u>10,684</u></b>	<b><u>2,179</u></b>
<b>Total Assets</b>		<b><u>59,279</u></b>	<b><u>15,357</u></b>
<b>Equity and Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	13	3,130	2,315
Due to affiliates	10	-	1,177
Capital lease – short term	14	47	31
<b>Non-current liabilities</b>			
Capital lease – long term	14	529	267
Borrowings – long Term	15	<u>10,198</u>	<u>(54)</u>
<b>Total Liabilities</b>		<b><u>13,904</u></b>	<b><u>3,736</u></b>
<b>Capital and reserves</b>			
Share Capital	17	263	80
Share Premium		44,780	12,781
Retained earnings/(deficit)		<u>332</u>	<u>(1,240)</u>
<b>Total equity</b>		<b>45,375</b>	<b>11,621</b>
<b>Total equity and liabilities</b>		<b><u>59,279<sup>3</sup></u></b>	<b><u>15,357</u></b>

<sup>3</sup> All results are in respect of continuing operations.  
The notes on pages 27 to 71 are an integral part of these financial statements.



## Consolidated Statement of Changes in Equity

EURO	Share Capital (€000's)	Foreign Exchange Reserve (€000's)	Accumulated Deficit (€000's)	Total (€000's)
<b>At 1 January, 2020</b>	-	-	4	4
Reverse merger between the US and Irish Entity	12,861	(76)	(12,807)	(22)
Unrealized gain on currency translation adjustment	-	-	-	-
Net loss	-	-	(1,422)	(1,422)
<b>Balance at December 31, 2020</b>	<b>12,861</b>	<b>(76)</b>	<b>(14,225)</b>	<b>(1,440)</b>

EURO	Share Capital (€000's)	Foreign Exchange Reserve (€000's)	Accumulated Deficit (€000's)	Total (€000's)
<b>At January 1, 2021</b>	12,861	(76)	<b>(14,225)</b>	(1,440)
Conversion of Note	617	-	-	617
Equity Raise	24,970	-	-	24,970
Conversion of Note	202	-	-	202
Equity Raise	6,207	-	-	6,207
Issue of shares - Unisun	135	-	-	135
Stock Options - Employees	51	-	-	51
Unrealized gain on currency translation adjustment	-	3,391	-	3,391
Net (loss) Income	-	-	8,656	8,656
<b>Balance at December 31, 2021</b>	<b>45,043</b>	<b>3,315</b>	<b>(5,569)</b>	<b>42,789</b>



## Company Statement of Changes in Equity

EURO	Share Capital (€000's)	Foreign Exchange Reserve (€000's)	Accumulated Deficit (€000's)	Total (€000's)
<b>At 1 July, 2020</b>	-	-	4	4
Reverse merger between the US and Irish Entity	12,861	-	-	12,861
Unrealized gain on currency translation adjustment	-	-	-	-
Net (loss) Income	-	-	(1,244)	(1,244)
<b>Balance at December 31, 2020</b>	<b>12,861</b>	<b>-</b>	<b>(1,240)</b>	<b>11,621</b>

EURO	Share Capital (€000's)	Foreign Exchange Reserve (€000's)	Accumulated Deficit (€000's)	Total (€000's)
<b>At January 1, 2021</b>	12,861	-	(1,240)	11,621
Conversion of Note	617	-	-	617
Equity Raise	24,970	-	-	24,970
Conversion of Note	202	-	-	202
Equity Raise	6,207	-	-	6,207
Issue of shares - Unisun	135	-	-	135
Stock Options - Employees	51	-	-	51
Net (loss) Income	-	-	1,572	1,572
<b>Balance at December 31, 2021</b>	<b>45,043</b>	<b>-</b>	<b>332</b>	<b>45,375</b>



## Consolidated Statement of Cash Flow

Cash Flows from Operating activities (€000's)	Notes	Year ended 31 December 2021	Year Ended 31 December 2020
Group profit/(loss) before tax		8,656	(1,422)
<b>Adjusted for:</b>			
Depreciation	5	5,558	249
Amortisation	5	36	3
Bargain Purchase	6	(19,882)	-
Finance forgiveness	4	(4,982)	-
Disposal of assets	4	4,693	
Amortisation of Debt Discount	4	3,610	-
Movement in trade and other receivables	11	(8,526)	(61)
Movement in trade and other payables	13	3,805	7,514
Movement in interest paid		-	24
Payments on operating leases	14	(1,399)	(6)
<b>Net cash flows generated from operating activities</b>		<b><u>(8,431)</u></b>	<b><u>(43)</u></b>
<b>Cash flows from investing activities</b>			
Cash paid for acquisition of energy property	8	(108,061)	(9)
Cash paid for construction in process	8	(5,442)	(13)
<b>Net cash used in investing activities</b>		<b><u>(113,503)</u></b>	<b><u>(22)</u></b>
<b>Cash flow from financing activities</b>			
Proceeds acquired on reorganization	17	-	1,448
Proceeds from issuance of share capital	17	31,017	
Payments on debt principal, net	15	(36,319)	-
Proceeds from issuance of debt, net	15	149,431	-
<b>Net cash generated from/ (used in) financing activities</b>		<b><u>144,129</u></b>	<b><u>1,448</u></b>
<b>Net increase in cash and cash equivalents</b>		<b>22,195</b>	<b>1,383</b>
<b>Cash and cash equivalents at the beginning of the period</b>		<b><u>1,426</u></b>	<b><u>43</u></b>
<b>Cash and cash equivalents at the end of the period</b>	12	<b><u>23,621</u></b>	<b><u>1,426</u></b>



## Company Statement of Cash Flow

Cash Flows from Operating Activities (€000's)	Notes	Year ended 31 December 2021	Period Ended 31 December 2020
Company Profit/(loss) before tax		1,572	(1,240)
<b>Adjusted for:</b>			
Depreciation	5	57	
Finance forgiveness	4	(3,692)	
Intercompany write off	4	(1,520)	
Amortisation of Debt Discount	4	190	
Movement in trade and other payables	13	367	2,753
Movement in trade and other receivables		180	
Payments on operating leases	14	(95)	-
<b>Net cash flows generated from operating activities</b>		<b><u>(2,941)</u></b>	<b><u>1,513</u></b>
<b>Cash flows from investing activities</b>			
Cash paid for acquisition of property, plant and equipment	8	(110)	(293)
<b>Net cash used in investing activities</b>		<b><u>(110)</u></b>	<b><u>(293)</u></b>
<b>Cash flow from financing activities</b>			
Proceeds from issuance of debt, net	15	10,600	-
Payments to affiliates	10	(4,766)	(1,177)
<b>Net cash generated from/ (used in) financing activities</b>		<b><u>5,834</u></b>	<b><u>(1,177)</u></b>
<b>Net increase in cash and cash equivalents</b>		<b>2,783</b>	<b>-</b>
<b>Cash and cash equivalents at the beginning of the period</b>		<b><u>20</u></b>	<b><u>43</u></b>
<b>Cash and cash equivalents at the end of the period</b>	12	<b><u>2,803</u></b>	<b><u>20</u></b>



## Notes to the Consolidated Financial Statements for the Twelve Months ended 31 December 2021

### General Information

Alternus Energy Group Plc (NOTC: ALT) (“We”, “ALTN”, “ALTERNUS” or the “Company” and together with its consolidated subsidiaries, the “Group”) was incorporated in Dublin, Ireland on January 31, 2019 under the name Alternus Energy International Limited. On October 20, 2020 the Company re-registered as a PLC and changed its name to Alternus Energy Group PLC.

Established in 2016, Alternus Energy Group Plc is an international vertically integrated independent power producer (IPP). Headquartered in Ireland and listed on the Euronext Growth Market – Oslo, the Company develops, constructs, owns, and operates utility scale solar PV projects in multiple countries. The Company also has offices in Rotterdam and America.

The Group’s registered address is as follows:

Alternus Energy Group PLC  
Suite 9-10, Plaza 212  
Blanchardstown Corporate Park 2  
Dublin, D15 PL64

Below are details for the Group’s Offices and Operating Companies

Subsidiary	Principal Activity	Date acquired/ established	Principal place of business	Registered address
Power Clouds SRL	SPV	March 2015	Romania	3D Apicultorilor Boulevard 1st Floor, District 3D, Bucharest, Romania 12053
F.R.A.N. Energy Investment SRL	SPV	March 2015	Romania	3D Apicultorilor Boulevard 1st Floor, District 3D, Bucharest, Romania 12053
PC-Italia-01 S.R.L.	Sub-Holding	June 2015	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
AE Europe B.V.	Holding Company	August 2016	Netherlands	Evert Van de Beekstraat 1, 104 The Base B, Schipol, Netherlands 1118CL
PC-Italia-02 S.p.A.	SPV	August 2016	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
Sant’Angelo Energia S.r.l.	SPV	March 2017	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
PCG_HoldCo GmbH	Holding Company	July 2018	Germany	The Squire 12, AM Flughafen, Frankfurt, 60549 Hessen Germany
PCG_GP UG	General Partner Management Co.	August 2018	Germany	Lyoner Stern Hahn Str 70, Frankfurt am Main 60528, Germany
PSM 20 UG	SPV	November 2018	Germany	Lyoner Stern Hahn Str 70, Frankfurt am Main 60528 Germany



ALTN HoldCo UG	SPV	December 2018	Germany	The Squire 12, AM Flughafen, Frankfurt, 60549 Hessen Germany
GRT 1.1 GmbH & Co KG	SPV	December 2018	Germany	Lyoner Stern Hahn Str 70, Frankfurt am Main 60528 Germany
PSM 40 UG	SPV	December 2018	Germany	Lyoner Stern Hahn Str 70, Frankfurt am Main 60528 Germany
CIC Rooftop 2 S.r.l.	SPV	April 2019	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
CIC RT Treviso S.r.l.	SPV	April 2019	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
SPV White One S.r.l.	SPV	April 2019	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
CTS Power 2 S.r.l.	SPV	April 2019	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
Zonnepark Rilland B.V.	SPV	December 2019	Netherlands	Evert Van de Beekstraat 1, 104 The Base B, Schipol, Netherlands 1118CL
PC-Italia-03 S.R.L.	Holding Company	July 2020	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
Altam Inc	Holding Company	December 2020	USA	City Center Place, 400 S. 4 <sup>th</sup> Street, Las Vegas, NV 89101
PC-Italia-04 S.R.L.	Holding Company	July 2020	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
Solis Bond Company DAC	Holding Company	December 2020	Ireland	Suite 9/10, Plaza 212 Blanchardstown Corporate Park 2, Dublin D15 R504 Ireland
KKSOL Srl	SPV	February 2021	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
Petriolo Srl	SPV	February 2021	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
Serre Srl	SPV	March 2021	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
Lucas EST Srl	SPV	March 2021	Romania	3D Apicultorilor Boulevard 1st Floor, District 3D, Bucharest, Romania 12053
Ecosfer Energy Srl.	SPV	March 2021	Romania	3D Apicultorilor Boulevard 1st Floor, District 3D, Bucharest, Romania 12053
Unisun Energy Holding B.V.	Holding Company	April 2021	Netherlands	Westblaak 35, 3012KD Rotterdam Netherlands
Unisun Energy B.V.	SPV	April 2021	Netherlands	Westblaak 35, 3012KD Rotterdam Netherlands
UPER Energy Europe B.V.	SPV	April 2021	Netherlands	Westblaak 35, 3012KD Rotterdam Netherlands
Unisun Energy Poland Investment B.V.	Holding Company	April 2021	Netherlands	Westblaak 35, 3012KD Rotterdam Netherlands



Blue Sky Energy I B.V.	SPV	April 2021	Netherlands	Westblaak 35, 3012KD Rotterdam Netherlands
Green Source Energy Beta Srl	SPV	May 2021	Romania	3D Apicultorilor Boulevard 1st Floor, District 3D, Bucharest, Romania 12053
BIMA SRL	SPV	May 2021	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
MABI SRL	SPV	May 2021	Italy	Via Battistessa, 10, Caserta, Campania, Italy 81100
Alternus Energy Americas Inc.	Holding Company	May 2021	USA	16192 Coastal Highway, Lewes DE 19958 USA
Solarpark Samas Sp. Z.O.O.	SPV	May 2021	Poland	Meksykanska 6/10 Warsaw Poland
Risore Solari I S.R.L	SPV	July 2021	Italy	Via Battistessa, 10, Caserta, Campania, Italy, 81100
Risore Solari III S.R.L	SPV	August 2021	Italy	Via Battistessa, 10, Caserta, Campania, Italy, 81100
Alt Spain 01, S.L	SPV	August 2021	Spain	Calle Monte Esquinza 30, Bajoizquierda, 28010 Madrid
Altnor AS	Holding Company	August 2021	Norway	Tollbugata 35, Oslo Norway
Alternus Energy Development Holding Limited	Holding Company	August 2021	Ireland	Suite 9/10, Plaza 212 Blanchardstown Corporate Park 2, Dublin D15 R504 Ireland
Alternus Energy Construction Holding Limited	Holding Company	September 2021	Ireland	Suite 9/10, Plaza 212 Blanchardstown Corporate Park 2, Dublin D15 R504 Ireland
GHFG Limited	Holding Company	September 2021	Ireland	Suite 9/10, Plaza 212 Blanchardstown Corporate Park 2, Dublin D15 R504 Ireland
AED Italia-01 S.R.L	SPV	October 2021	Italy	Via Battistessa, 10, Caserta, Campania, Italy, 81100
AED Italia-02 S.R.L	SPV	October 2021	Italy	Via Battistessa, 10, Caserta, Campania, Italy, 81100
AED Italia-03 S.R.L	SPV	October 2021	Italy	Via Battistessa, 10, Caserta, Campania, Italy, 81100
AED Italia-04 S.R.L	SPV	October 2021	Italy	Via Battistessa, 10, Caserta, Campania, Italy, 81100
AED Italia-05 S.R.L	SPV	October 2021	Italy	Via Battistessa, 10, Caserta, Campania, Italy, 81100
Elektrownia PV Komorowo Sp. Z.O.O	SPV	December 2021	Poland	Meksykanska 6/10 Warsaw Poland
PV Zachod Sp. Z.O.O	SPV	December 2021	Poland	Meksykanska 6/10 Warsaw Poland



## Summary of Significant Accounting Policies

### Basis of Financial Statements

#### Compliance with IFRS, new standards and interpretation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS. The financial statements comply with IFRS as issued by the International Accounting Standards Board (IASB) and as adopted by the EU and the Companies Act 2014.

The Group adopted all accounting standards and interpretations at 31 December 2021. The new and revised accounting standards and interpretations that have been published by the IASB were adopted by the Group and were assessed as not applicable and have no impact on the Group's consolidated financial statements.

#### New Accounting Standards Effective After the Reporting Period Ended 31 December 2021

The Management assessed that the standard change for amendments below has no significant impact on the Group's financial statements:

##### Amendments to IFRS 1 – Subsidiary as a First-Time Adopter

The Group adopted all accounting standards and interpretations at 31 December 2021. The new and revised accounting standards and interpretations that have been published by the IASB were adopted by the Group and were assessed as not applicable and have no impact on the Group's consolidated financial statements. The amendment is effective for annual periods beginning on or after 1 January 2022 with early application permitted. The Group currently does not believe that the adoption of this accounting guidance will have a material impact on its consolidated financial statements and related disclosures.

##### Amendments to IFRS 3 – References to Conceptual Framework (Conceptual framework and Business Combination)

In October 2018, the IASB issued Definition of a Business (Amendments to IFRS 3). The amendments are to:

- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs;
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs;
- add guidance and illustrative examples to help entities assess whether a substantive process has been acquired;
- remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs; and
- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business.



The amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period (beginning on or after 1 January 2020) and to assess acquisitions that occur on or after the beginning of that period. The Group currently does not believe that the adoption of this accounting guidance will have a material impact on its consolidated financial statements and related disclosures.

In May 2020, the International Accounting Standards Board (IASB or Board) issued Amendments to IFRS 3 Business Combinations - Reference to the Conceptual Framework. The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989 (Framework), with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 (2018 Conceptual Framework) without significantly changing its requirements. The Board also added an exception to the recognition principle of IFRS 3 to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets or IFRIC 21 Levies, if incurred separately. At the same time, the Board decided to clarify existing guidance in IFRS 3 for contingent assets that would not be affected by replacing the reference to the Framework. The amendments are effective for annual reporting periods beginning on or after 1 January 2022 and apply prospectively. Earlier application is permitted if, at the same time or earlier, an entity also applies all of the amendments contained in the Amendments to References to the Conceptual Framework in IFRS Standards (March 2018), which was issued at the same time as the 2018 Conceptual Framework. The Group currently does not believe that the adoption of this accounting guidance will have a material impact on its consolidated financial statements and related disclosures.

### **Amendments to IFRS 9 – Fees in the '10 per cent' Test for Derecognition of Financial Liabilities**

The amendment clarifies that in applying the '10 per cent' test to assess whether to derecognize a financial liability, an entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf. The amendment is applied prospectively to modifications and exchanges that occur on or after the date the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022 with early application permitted. The Group currently does not believe that the adoption of this accounting guidance will have a material impact on its consolidated financial statements and related disclosures.

### **Amendments to IFRS 16 – Lease Incentives**

The amendment removes the illustration of the reimbursement of leasehold improvements. As the amendment to IFRS 16 only regards an illustrative example, no effective date is stated. The Group currently does not believe that the adoption of this accounting guidance will have a material impact on its consolidated financial statements and related disclosures.

In May 2020, the Board issued COVID-19-Related Rent Concessions (the 2020 amendments), which amended IFRS 16 Leases. The 2020 amendments introduced an optional practical expedient that simplifies how a lessee accounts for rent concessions that are a direct consequence of COVID-19. Under that practical expedient, a lessee is not required to assess whether eligible rent concessions are lease modifications, instead accounting for them in accordance with other applicable guidance. The 2021 amendments are effective for annual reporting periods beginning on or after 1 April 2021. The Group currently does not believe that the adoption of this accounting guidance will have a material impact on its consolidated financial statements and related disclosures.

### **Amendments to IAS 41 – Taxation in Fair Value Measurements**

The amendment removes the requirement in IAS 41 for entities to exclude cash flows for taxation when measuring fair value. This aligns the fair value measurement in IAS 41 with the requirements of



IFRS 13 Fair Value Measurement to use internally consistent cash flows and discount rates and enables preparers to determine whether to use pre-tax or post-tax cash flows and discount rates for the most appropriate fair value measurement. The amendment is applied prospectively i.e., for fair value measurements on or after the date an entity initially applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022 with early application permitted. The Group currently does not believe that the adoption of this accounting guidance will have a material impact on its consolidated financial statements and related disclosures.

### **Insurance Contracts - IFRS 17 – Insurance Contracts (to delete)**

*In June 2020, the IASB issued Amendments to IFRS 17 – Insurance Contracts. IFRS 17 sets out the requirements for a company reporting information about insurance contracts it issues and reinsurance contracts it holds. The amendments are aimed at helping companies implement the standard and making it easier for them to explain their financial performance. IFRS 17 incorporating the amendments is effective from annual reporting periods after 1 January 2023. The Group currently does not believe that the adoption of this accounting guidance will have a material impact on its consolidated financial statements and related disclosures.*

### **Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37)**

On 14 May 2020, the IASB issued Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37) amending the standard regarding costs a company should include as the cost of fulfilling a contract when assessing whether a contract is onerous. The amendments are effective for annual reporting periods beginning on or after 1 January 2022. The Group currently does not believe that the adoption of this accounting guidance will have a material impact on its consolidated financial statements and related disclosures.

### **Property, Plant and Equipment - Proceeds before Intended Use (Amendments to IAS 16)**

On 14 May 2020, the IASB issued Property, Plant and Equipment - Proceeds before Intended Use (Amendments to IAS 16) regarding proceeds from selling items produced while bringing an asset into the location and condition necessary for it to be capable of operating in the manner intended by management.

It amends the standard to prohibit deducting from the cost of an item of property, plant, and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the cost of producing those items, in profit or loss. The amendments are effective for annual reporting periods beginning on or after 1 January 2022. The Group currently does not believe that the adoption of this accounting guidance will have a material impact on its consolidated financial statements and related disclosures.

### **Amendments to IFRS 9, IAS 39 and IFRS 7 (Interest Rate Benchmark Reform)**

IBOR reform refers to the global reform of interest rate benchmarks, which includes the replacement of some interbank offered rates (IBOR) with alternative benchmark rates. The Board identified two groups of accounting issues arising from IBOR reform that could affect financial reporting and divided its project, IBOR Reform and its Effects on Financial Reporting, into two phases:

- pre-IBOR reform: where uncertainty could arise in the run-up to transition (Phase 1 amendments); and
- post-IBOR reform: when that uncertainty goes away but companies update the rates in their contracts and the details of their hedging relationships (Phase 2 amendments).



The Phase 2 amendments principally address the following issues.

Under the detailed rules of IFRS 9 Financial Instruments, modifying a financial contract can require recognition of a significant gain or loss in the income statement. However, the amendments introduce a practical expedient if a change results directly from IBOR reform and occurs on an 'economically equivalent' basis. In these cases, changes will be accounted for by updating the effective interest rate.

A similar practical expedient will apply under IFRS 16 Leases for lessees when accounting for lease modifications required by IBOR reform. The Group currently does not believe that the adoption of this accounting guidance will have a material impact on its consolidated financial statements and related disclosures.

### Amendments to IAS 1 and IAS 8 (Definition of Material)

In October 2018, the International Accounting Standards Board (IASB or the Board) issued amendments to IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (the amendments) to align the definition of 'material' across the standards and to clarify certain aspects of the definition. The amendments are effective for annual reporting periods beginning on or after 1 January 2020. The Group currently does not believe that the adoption of this accounting guidance will have a material impact on its consolidated financial statements and related disclosures.

### Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

On 23 January 2020, the IASB issued Classification of Liabilities as Current or Non-current (Amendments to IAS 1) providing a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date.

The amendments in Classification of Liabilities as Current or Non-current (Amendments to IAS 1) affect only the presentation of liabilities in the statement of financial position – not the amount or timing of recognition of any asset, liability, income or expenses, or the information that entities disclose about those items.

- clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the "right" to defer settlement by at least 12 months and make explicit that only rights in place "at the end of the reporting period" should affect the classification of a liability.
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and
- make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets, or services.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023. The Group currently does not believe that the adoption of this accounting guidance will have a material impact on its consolidated financial statements and related disclosures.

### New and amended standards and interpretations (continued) Standards issued but not yet effective

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the company.

The Company has not adopted any other new standards or interpretations that are not mandatory. Other than as indicated above, the directors anticipate that the adoption of those standards or



interpretations will have no material impact on the financial statements of the Company in the period of initial application.

### Historical Cost, Presentation Currency, and Going Concern

The consolidated financial statements have been prepared on the historical cost basis, except were described otherwise in the policies below.

- Certain financial instruments carried at amortized cost.
- Lease liabilities measured at present value.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 Share-based payment, leasing transactions that are within the scope of IFRS 16 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in IAS 2 or value in use in IAS 36 Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The consolidated financial statements of the Group and the financial statements of the Company are presented in Euro (€) which is also the functional currency of the Group and Company.

### Basis of Consolidation

The financial statements of the Group incorporate the financial statements of the Company (the parent) and entities controlled by the Company (its subsidiaries) made up to 31 December each year.

Control is achieved when the Company:

- has the power over the subsidiary;
- is exposed, or has rights, to variable returns from its involvement with the subsidiary; and
- has the ability to use its power to affect those returns.

The Group reassesses whether it controls the subsidiaries if facts and circumstance indicate that there are changes to their control. When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it



the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders.
- potential voting rights held by the Company, other vote holders or other parties.
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Profit or loss and each component of other comprehensive income of subsidiaries are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interest even if this results in the non-controlling interest having deficit balance.

The financial statements of the subsidiaries are prepared for the same reporting year as the Group, using uniform accounting policies for like transactions and other events in similar circumstances. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. Unrealized gains and losses are eliminated.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Group.

When the Group loses control over a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e., reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities were disposed of.

The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

## Revenue Recognition

The Company derives revenues through its subsidiaries from the sale of electricity and the sale of solar renewable energy credits (REC). Energy generation revenue and solar renewable energy credits revenue are recognized as electricity generated by the solar energy facility and delivered to the grid at which time all performance obligations have been delivered. Revenues are based on actual output and contractual sale prices set forth in long-term contracts and the actual price achieved for energy sold to the spot market.



## Expense Recognition

Expenses in the statement of comprehensive income are presented using the nature or function of expense method. Costs of sales are expenses incurred that are associated with the goods sold and includes components of cost of sales. Operating expenses are costs attributable to administrative, marketing, selling and other business activities of the Group.

Expenses are recognized in profit or loss when a decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably. Expenses are recognized in profit or loss: on the basis of a direct association between the costs incurred and the earning of specific items of income; on the basis of systematic and rational allocation procedures when economic benefits are expected to arise over several accounting periods and the association with income can only be broadly or indirectly determined; or immediately when an expenditure produces no future economic benefits or when, and to the extent that, future economic benefits do not qualify, or cease to qualify, for recognition in the statements of financial position as an asset.

## Business Combinations

IFRS 3 Business Combinations outlines the accounting when an acquirer obtains control of a business (e.g., an acquisition or merger). Such business combinations are accounted for using the 'acquisition method', which generally requires assets acquired and liabilities assumed to be measured at their fair value at the acquisition date.

We account for business combinations by recognizing in the financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interests in the acquiree at fair value at the acquisition date. We also recognize and measure the goodwill acquired or a gain from a bargain purchase in the business combination and determines what information to disclose to enable users of an entity's financial statements to evaluate the nature and financial effects of the business combination. In addition, acquisition costs related to business combinations are expensed as incurred. Business combinations is a critical accounting policy as there are significant judgments involved in the allocation of acquisition cost.

When we acquire renewable energy facilities we allocate the purchase price to (i) the acquired tangible assets and liabilities assumed, primarily consisting of land, plant, and long-term debt, (ii) the identified intangible assets and liabilities, primarily consisting of the value of favourable and unfavourable rate Government renewable energy incentive programs and Energy offtake agreements and the in-place value of market rate Government renewable energy incentive programs, (iii) non-controlling interests, and (iv) other working capital items based in each case on their fair values in accordance with IFRS.

We perform the analysis of the acquisition using the income approach. Factors considered by management in its analysis include considering current market conditions and costs to construct similar facilities. We also consider information obtained about each facility as a result of our pre-acquisition due diligence in estimating the fair value of the tangible and intangible assets and liabilities acquired or assumed. In estimating the fair value, we also establish estimates of energy production, current in-place and market power purchase rates, tax credit arrangements and operating and maintenance costs. A change in any of the assumptions above, which are subjective, could have a significant impact on the results of operations.

The allocation of the purchase price directly affects the following items in our consolidated financial statements:

- The amount of purchase price allocated to the various tangible and intangible assets, liabilities, and non-controlling interests on our balance sheet;



- The amounts allocated to the value of favourable and unfavourable rate Government renewable energy incentive programs and Energy offtake agreements are amortized to revenue over the remaining non-cancellable terms of the respective arrangement. The amounts allocated to all other tangible assets and intangibles are amortized to depreciation or amortization expense, except for favourable and unfavourable rate land leases and unfavourable rate O&M (operations and maintenance) contracts which are amortized to cost of operations; and
- The period over which tangible and intangible assets and liabilities are depreciated or amortized varies, and thus, changes in the amounts allocated to these assets and liabilities will have a direct impact on our results of operations.

### Bargain Purchase

A bargain purchase occurs when businesses are acquired for less than fair market value. In a bargain purchase business combination, a corporate entity is acquired by another for an amount that is less than the fair market value of its net assets. Current accounting rules for business combinations require the acquirer to record the difference between the fair value of the acquired net assets and the purchase price as a gain on its income statement.

### Prepayments

Prepayments represent expenses not yet incurred but already paid in cash. Prepayments are initially recorded as assets and measured at the amount of cash paid. Subsequently, these are charged to profit or loss as they are consumed in operations or expire with the passage of time.

Prepayments are classified in the statements of financial position as current assets when the cost of goods or services related to the prepayments are expected to be incurred within one year or the Group's normal operating cycle, whichever is longer. Otherwise, prepayments are classified as non-current assets.

### Leases

The Group as lessee at inception of a contract, assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The lease liability for operating leases is based on the net present value of future minimum lease payments. The right of use asset for operating leases is based on the lease liability. The right-of-use asset comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.



Lease payments included in the measurement of the lease liability comprise:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; and
- amounts expected to be payable under a residual value guarantee.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in the statement of comprehensive income if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment', and lease liabilities in trade and other payables in the statement of financial position. The movement of right-of-use of the assets of the Group is disclosed in Notes 6 and 13 to the Consolidated Financial Statements.

## Foreign Currencies

Foreign currency transactions are translated into the individual entities' respective functional currencies at the exchange rates prevailing on the date of the transaction. At the end of each financial year monetary items denominated in foreign currencies are retranslated at the rates prevailing as of the end of the financial year. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in the statement of comprehensive income for the year. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the statement of comprehensive income for the year except for differences arising on the retranslation of non-monetary items in respect of which gains, and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in other comprehensive income.

To present consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Euro using exchange rates prevailing at the end of the financial year. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised in the statement of comprehensive income in the period in which the foreign operation is disposed of.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the foreign currency translation reserve.



Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated accordingly.

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction, or production of qualifying assets, which are assets that necessarily take a substantial period to be prepared for their intended use or sale, are added to the cost of those assets, until such time as the assets is substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognized in the statement of comprehensive income in the period in which they are incurred.

### Income Tax

The taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

### Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognized for those matters for which the tax determination is uncertain, but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Group supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

### Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill. Temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which



they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. The measurement of deferred tax reflects the tax consequences that would follow from the way the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property measured at fair value is presumed to be recovered through sale, and the Group has not rebutted this presumption. Deferred tax assets and liabilities are offset only if certain criteria are met.

## Property, Plant and Equipment

Property, plant, and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use, dismantling and restoration costs, and borrowing costs capitalised.

### Depreciation

Depreciation is calculated using the straight-line method to write off the cost of property, plant, and equipment over their expected useful lives. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Useful life of Assets	Life in years
Energy Property	25
Furniture & fixtures	7
Computer equipment	7

### Additions

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that economic benefits associated with the item will flow to the Group and the cost can be measured reliably.

The carrying amount of any replaced component is derecognised. Major components are treated as a separate asset where they have significantly different patterns of consumption of economic benefits and are depreciated separately over their useful lives.

### Asset Retirement Obligations

In connection with the acquisition or development of solar energy facilities, the Company may have the legal requirement to remove long-lived assets constructed on leased property and to restore the leased property to its condition prior to the construction of the long-lived assets. This legal requirement is referred to as an asset retirement obligation (ARO). If the Company determines that an ARO is required for a specific solar energy facility, the Company records the present value of the estimate future liability when the solar energy facility is placed in service. AROs recorded for owned facilities are recorded by increasing the carrying value of investment in energy property and depreciated over the solar energy facility's useful life. While an ARO, recorded for a leasing arrangement, is accounted for as a liability in the initial period recognized and amortized over the term



of the solar energy facility's useful life. After initial recognition of the liability, the Company accretes the ARO to its future value over the solar energy facility's useful life.

Repairs, maintenance, and minor inspection costs are expensed as incurred.

### Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of comprehensive income.

## Investments in Subsidiary

### Investments in Subsidiary Companies

A subsidiary is an entity including an unincorporated entity such as a partnership that is controlled by the Company. Investments in subsidiaries are measured initially at cost. Subsequent to initial recognition, investment in subsidiaries is carried in the Group's separate financial statements at cost less any accumulated impairment losses. The Group's accounting policy for impairment of financial assets are applied to determine whether it is necessary to recognize any impairment loss with respect to its investment in the subsidiary. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with the Group's accounting policy on impairment of tangible and intangible assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its' carrying amount. Any impairment loss recognized forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognized to the extent that the recoverable amount of the investment subsequently increases. The investments in subsidiaries are derecognized upon disposal or when no future economic benefits are expected to arise from the investment. Gain or loss arising on the disposal is determined as the difference between the sales proceeds and the carrying amount of the investment in subsidiary and is recognized in profit or loss.

### Impairment of Tangible and Intangible Assets

The Group reviews the carrying amounts of its tangible and intangible assets as at each reporting date to assess for any indication of impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

### Intangible Assets

Intangible assets consist of long-term operating contracts acquired through the acquisition of solar energy facilities. Intangible assets are initially recognized at their fair value and are amortized over the term of the related Government renewable energy incentive programs using the straight-line method. For solar energy facilities that are purchased and then put into construction, intangible assets are recorded at cost, and are amortized over the term of the related Government renewable energy incentive programs using the straight-line method.

### Impairment of Long-Lived Assets

The Company reviews its investment in energy property and Government renewable energy incentive programs for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. When evaluating impairment, if the undiscounted cash flows



estimated to be generated by the energy property are less than its' carrying amount, the differential carrying amount is determined to be not recoverable. The amount of the impairment loss is equal to the excess of the asset's carrying value over its estimated fair value.

Irrespective of whether there is any indication of impairment, the Group also tests its intangible assets with indefinite useful lives and intangible assets not yet available for use for impairment annually by comparing their respective carrying amounts with their corresponding recoverable amounts.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss for the amount by which the asset's carrying amount exceeds the recoverable amount is recognised immediately in the statement of comprehensive income unless the relevant asset is carried at a revalued amount, in which case the impairment loss is first treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of comprehensive income, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

### Goodwill and Indefinite-Lived Intangible Assets

The Company has goodwill and certain indefinite-lived intangible assets that have been recorded in connection with the acquisition of a business. Goodwill and indefinite-lived assets are not amortized, but instead are tested for impairment at least annually. Goodwill represents the excess of the purchase price of an acquired business over the estimated fair value of the underlying net tangible and intangible assets acquired. For purposes of the goodwill impairment test, the Company has determined that it currently operates as a single reporting unit. If it is determined that an impairment has occurred, the Company adjusts the carrying value accordingly, and charges the impairment as an operating expense in the period the determination is made. Although the Company believes goodwill is appropriately stated in the consolidated financial statements, changes in strategy or market conditions could significantly impact these judgments and require an adjustment to the recorded balance.

### Financial Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

### Effective Interest Method

The effective interest method is a method of calculating the amortised cost of a financial instrument and allocating the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial instrument or where appropriate, a shorter period, to the net carrying amount of the financial instrument. Income and expense are



recognised on an effective interest basis for debt instruments other than those financial instruments at fair value through profit or loss.

### Financial Assets

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of comprehensive income.

All financial assets are recognised on a trade date - the date on which the Group commits to purchase or sell the asset. They are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified into the following specified categories: financial assets at fair value through profit or loss; held-to-maturity investments; loans and receivables; and available-for-sale financial assets. The classification depends on the nature and purpose for which these financial assets were acquired and is determined at the time of initial recognition.

### Loans and Receivables

The Group's loans and receivables comprise trade and other receivables, amounts due from contract customers, bank balances and fixed deposits.

Such loans and receivables are non-derivatives with fixed or determinable payments that are not quoted in an active market. They are measured at amortised cost, using the effective interest method less impairment. Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

### Impairment of Financial Assets

The Group recognizes a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at fair value through other comprehensive income, lease receivables, trade receivables and contract assets, as well as on financial guaranteed contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognizes lifetime expected credit losses (ECL) for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the receivables, general economic conditions, and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including the time value of money where appropriate. When there has not been a significant increase in credit risk since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. This represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date; except for assets for which a simplified approach was used.

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- a) the financial instrument has a low risk of default;
- b) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and



- c) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has an external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there are no past due amounts.

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default (PD) which affects both the measurement of ECL and the identification of a significant increase in credit risk.

### **Derecognition of Financial Assets**

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and recognises a collateralised borrowing for the proceeds receivable.

### **Financial Liabilities and Equity**

#### **Classification of Debt or Equity**

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### **Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all its liabilities. Equity instruments are recorded at the proceeds received net of direct issue costs.

#### **Ordinary Share Capital**

Ordinary share capital is classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.



## Financial Liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

## Retained Earnings

Retained earnings represent accumulated profit attributable to equity holders of the Group after deducting dividends declared. Retained earnings may also include effect of changes in accounting policy as may be required by the standard's transitional provisions.

## Accumulated Deficit

Accumulated deficits represent accumulated loss attributable to equity holders of the Group. Accumulated deficit may also include effect of changes in accounting policy as may be required by the standard's traditional provisions.

## Trade and Other Payables

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method, with interest expense recognised on an effective yield basis.

## Borrowings

Interest-bearing bank loans and overdrafts are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings.

## Derecognition of Financial Liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

## Provisions and Contingencies

### Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) because of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, considering the risks and uncertainties surrounding the obligation.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.



If it is no longer probable that a transfer of economic benefits will be required to settle the obligation, the provision should be reversed.

### Contingencies

Contingent liabilities, arising because of past events, are not recognised when (i) it is not probable that there will be an outflow of resources, or the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Group's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

### Onerous Contracts

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

### Warranties

Provisions for warranty costs are recognized at the date of sale of the relevant products at the management's best estimate of the expenditure required to settle the Group's obligation.

### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and in bank to known amounts of cash and are subject to insignificant risk of changes in value.

### Related Party Transactions

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged. Parties are considered related if one party has control, joint control, or significant influence over the other party in making financial and operating decisions. An entity that has a post-employment benefit plan for the employees and key management personnel of the Group are also considered to be related parties. Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

### Directors' and auditor's remuneration

	31 December 2021
Transactions with Directors	(€000's)
Wikborg Sons Ltd AS, a related party to Rolf Wikborg, fee	634
Prepaid consulting agreement with Wikborg Sons Ltd AS, a related party to Rolf Wikborg	300
Doonbeg Partners, a related party to John Thomas	889
<b>Total Transaction with Directors</b>	<b>1,823</b>



The Company entered into a consulting agreement with Doonbeg partners, which included Wikborg Sons Ltd AS in January 2020 for capital raising services. The fee paid relates to the successful placement of bonds and equity for the Company in 2021. The fees are fully paid and included with other placements fees relating to these transactions. No further fees are payable for any future financings under this agreement

## Directors' and Auditor's Remuneration

### Directors' Remuneration

	31 December 2021	31 December 2020
Director's Remuneration	(€000's)	(€000's)
Remuneration in respect of services as directors	562	370
Remuneration in respect to long term incentive schemes	-	314

### Auditor's Remuneration

	31 December 2021	31 December 2020
Auditor's Remuneration	(€000's)	(€000's)
Audit services	292	165
Other non-audit services	86	14

## Significant Accounting Judgements, Estimates and Assumptions

In preparing these financial statements, the Group and Company make judgements, estimates and assumptions concerning the future that impact the application of policies and reported amounts of assets, liabilities, income, and expenses.

The resulting accounting estimates calculated using these judgements and assumptions are based on historical experience and expectations of future events and may not equal the actual results. Estimates and underlying assumptions are reviewed on an ongoing basis, and revisions to estimates are recognised prospectively.

Critical judgements made in applying the Group's and Company's accounting policies that have the most significant effects on the amounts recognised in these financial statements are set out below:

### Fair Value Assessment of Acquired Assets

The fair value of the purchase consideration is valued based on a discounted cash flow over the life of the assets. The company uses estimates of future revenues and expenses to determine the fair value. The purchase price allocation was based, in part, on management's current knowledge of the project and the results of a fair value assessment that the Company performed.

In the application of the Group's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on the historical



experience and other factors that are considered relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgments, apart from those involving estimations, that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognized in financial statements.

### **Determining the Timing of Satisfaction of Performance Obligations**

In making their judgment, management considered the detailed criteria for the recognition of revenue set out in IFRS 15 and in particular whether the Group had transferred control of the goods to the customer. Following the detailed quantification of the Group's liability in respect of rectification work, and the agreed limitation on the customer's ability to require further work or to require replacement of the goods, management are satisfied that control has been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with the recognition of an appropriate warranty provision for the rectification costs.

### **Significant Increase of Credit Risk**

ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL assets for stage 2 or stage 3 assets. An asset moves to stage 2 when its' credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased, the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

### **Functional Currency**

Based on the economic substance of the underlying circumstances relevant to the Group, the functional currency of the Group has determined to be the Euro. The Euro is the currency of the primary economic environment in which the Group operates. It is the currency that mainly influences the Group in determining the costs and revenues.

### **Leases**

The evaluation of whether an arrangement contains a lease is based on its substance. An arrangement is, or contains, a lease when the fulfilment of the arrangement depends on a specific asset or assets and the arrangement conveys the right to use the asset.

### **Classification of Lease as Finance Lease**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risk and rewards of the ownership to the lessee otherwise leases are classified as operating leases. Judgment is used in determining whether the significant risk and rewards of ownership are transferred to the lessee. In making such judgment the Group evaluates the terms and conditions of the lease arrangement. The lease is classified as a finance lease if the lessee has the option to purchase the asset at a price that is expected to be sufficiently lower than the fair value at the date the option becomes exercisable for it to be reasonably certain, at the inception of the lease, that the option will be exercised or the lease term is for the major part of the economic life of the asset or at the inception of the lease the present value of the minimum lease payments amounts to at least substantially all of the fair value of the leased asset; or the leased assets are of such a specialized nature that only the lessee can use them without major modifications) in which the management believes that the lessor has transferred substantially all the risk and rewards over the leased asset to the lessee.



Based on management evaluation, the lease arrangements entered into by Group as a lessor are accounted for as finance leases because the Group has determined that choose which item applies: (a) the lessor will transfer the ownership of the leased assets to the Group upon termination of the lease; and, (b) the Group has given the lessee an option to purchase the asset at a price that is sufficiently lower than the fair value at the date of the option.

### Determination of Control

Management exercises its judgment in determining whether the Group has control over another entity by evaluating the substance of relationship that indicates the control of Group over its subsidiaries. The recognition and measurement of the Group's investment over these entities will depend on the result of the judgment made.

### Estimating Useful Lives of Assets

The useful lives of the Group's assets with definite life are estimated based on the period over which the assets are expected to be available for use. The estimated useful lives of Group's property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the Group's assets. In addition, the estimation of the useful lives is based on the Group's collective assessment of industry practice, internal technical evaluation, and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of property, plant and equipment would increase the recognized operating expenses and decrease non-current assets.

### Impairment of Goodwill

Determining whether goodwill is impaired requires estimation of the value of cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate to calculate present value. Where the actual future cash flows are less than expected a material impairment loss may arise.

### Asset Impairment other than Goodwill

The Group performs an impairment review when certain impairment indicators are present. Purchase accounting requires extensive use of accounting estimates and judgment to allocate the purchase price to the fair market values of the assets and liabilities purchased. Determining the recoverable amount of property, plant and equipment, intangible assets, and investment in associates, joint ventures, and subsidiaries, which require the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets, requires the Group to make estimates and assumptions that can materially affect the consolidated financial statements. Future events could cause the Group to conclude that property, plant and equipment, intangible assets, and investment in associates, joint ventures, and subsidiaries are impaired. Any resulting impairment loss could have a material adverse impact on the financial condition and results of operations.

The preparation of the estimated future cash flows involves significant judgment and estimations. While the Group believes that its assumptions are appropriate and reasonable, significant changes in the assumptions may materially affect the assessment of recoverable values and may lead to future additional impairment charges.



## 1) Revenue

Revenue	31 December 2021 (€000's)	31 December 2020 (€000's)
Revenue	20,616	145

Net Revenue, by Offtake Type	31 December 2021 (€000's)	31 December 2020 (€000's)
Government Renewable energy incentive Programs	13,168	121
Energy Offtake Agreements	7,448	24
<b>Total</b>	<b>20,616</b>	<b>145</b>

Revenue by Country	31 December 2021 (€000's)	31 December 2021 (€000's)
Romania	14,307	39
Italy	3,088	86
Netherlands	1,150	17
Poland	1,933	-
Germany	138	3
<b>Total Revenue by Country</b>	<b>20,616</b>	<b>145</b>

### Segment information

The Group manages its operations as a single business operation and there are no parts of the Group that qualify as operating segments. The Board assesses the financial performance of the Group on an integrated basis only and accordingly, the Group is managed based on a single segment.

### Major customers

Two individual external customers each account for over 10% of the Group's revenue, as follows:

Top 2 customers	31 December 2021 (€000's)
Client 1	4,609
Percentage of Total Revenue	22%
Client 2	2,635
Percentage of Total Revenue	13%



## 2) Cost of Sales

	31 December 2021 (€000's)	31 December 2020 (€000's)
<b>Cost of sales – Group</b>		
Energy Consumption	3,375	9
Operations & Maintenance	951	39
Consulting Expense	874	5
Insurance Expense	236	-
Misc. Expense	118	4
<b>Total</b>	<b>5,554</b>	<b>57</b>

## 3) General and administration expenses

General and administrative – Group	31 December 2021 (€000's)	31 December 2020 (€000's)
Compensation expense	2,342	259
Legal and development expense	896	189
Consulting expense	748	76
Accounting expense	282	58
T&E expense	218	37
Marketing expense	186	9
Misc. Expense	756	21
<b>Total</b>	<b>5,428</b>	<b>649</b>

	31 December 2021 (€000's)	31 December 2020 (€000's)
Compensation expense	572	189
Legal and development expense	409	234
Consulting expense	548	76
Accounting expense	197	28
Travel & Entertainment expense	116	27
Marketing expense	186	9
Misc. Expense	419	21
<b>Total</b>	<b>2,447</b>	<b>584</b>

## 4) Depreciation and Amortisation

Depreciation and Amortisation – Group	31 December 2021 (€000's)	31 December 2020 (€000's)
Amortisation (Note 8)	36	3
Depreciation (Note 8)	5,558	249



Depreciation and Amortisation – Company	31 December 2021 (€000's)	31 December 2020 (€000's)
Depreciation (Note 8)	57	36

## 5) Other Income/(Expense)

Other Expense – Group	31 December 2021 (€000's)	31 December 2020 (€000's)
Interest Expense	(11,023)	(609)
Amortisation of cost of debt	(3,610)	-
Other expense	(476)	-
Finance forgiveness	4,982	-
Disposal of assets	(4,693)	-
<b>Total Expense</b>	<b>(14,820)</b>	<b>(609)</b>

Other Expense - Company	31 December 2021 (€000's)	31 December 2020 (€000's)
Interest Expense	(946)	(620)
Finance forgiveness	3,692	-
Intercompany write-off	1,520	-
Amortisation of cost of debt	(190)	-
<b>Total income/(expense)</b>	<b>4,076</b>	<b>(620)</b>

The finance forgiveness recorded in Q1'21 and Q2'21 arose from the settling of the €13m loan note issued by the Company to a third-party lender as part of the transaction to acquire Lucas EST S.r.l. and Ecosfer Energy S.r.l. in Romania. The finance forgiveness recorded in Q4'21 arose from the settling of the debt from a third-party German institution.

The Intercompany write off recorded in Q2'21 arose from write off of various intercompany balances.

## 6) Business Combination Acquisitions

In October 2020, a new wholly owned subsidiary in Ireland, Solis Bond Company DAC (Solis), was incorporated to issue a series of bonds and hold the Group's European operating companies that are financed using those bonds. During the quarter ended 31 March 2021, Solis refinanced its Italian, Netherlands, and Romanian operating companies: PC-Italia-02 SpA, CTS Power 2 S.r.l, CIC Rooftop 2 S.r.l, SPV White One S.r.l, CIC RT Treviso S.r.l, Zonnepark Rilland B.V., FRAN Energy Investments S.r.l, and Power Clouds S.r.l.



Also, during the quarter ended 31 March 2021, Solis acquired 100% of the share capital of the following Romanian companies: Ecosfer Energy S.r.l, Lucas EST S.r.l. During the quarter ended 31 March 2021, Solis acquired 100% of the share capital of another Italian company, Serre S.r.l. Subsequently, in April of 2021, Solis acquired 100% of the share capital of another Romanian company, LJJ Green Source Energy Beta S.r.l.

### Romanian Acquisitions

Project Name	Ecosfer	Lucas	Greensource
	31 December 2021 (€000's)	31 December 2021 (€000's)	31 December 2021 (€000's)
Contracted Purchase Price	14,604	9,322	22,000
Net Working Capital after Adjustments	2,905	1,841	(2,078)
<b>Total Acquisition Cost</b>	<b>17,509</b>	<b>11,163</b>	<b>19,922</b>
<b>Fair Value of Assets Acquired</b>			
NPV of DCF - Energy Asset	16,721	10,082	36,780
Green Certificates inventory	889	595	1,183
Net Working Capital Adjustments	753	32	356
	<b>18,363</b>	<b>10,709</b>	<b>38,319</b>
<b>Bargain Purchase/(Goodwill)</b>	<b>844</b>	<b>(454)</b>	<b>18,397</b>
<b>Weighted Average Cost of Capital</b>	<b>7.10%</b>	<b>7.10%</b>	<b>7.10%</b>

In July 2020, a new wholly owned subsidiary in Italy, PC-Italia-03 S.r.l, was incorporated. This company was incorporated to acquire Italian special purpose vehicles, power plants and/or other assets located in Italy. During the quarter ended 31 March 2021, this company completed the acquisition of 100% of the share capital of Italian SPVs, Serre S.r.l, KKSOL S.r.l. and Petriolo Fotovoltaica S.r.l. Subsequently, in April of 2021, PC-Italia-03 acquired 100% of the share capital of another two Italian SPVs, MABI S.r.l and BIMA S.r.l.



### Italian Acquisitions

Project Name	Serre	KKSol	Petriolo	MABI	BIMA
	31 December 2021 (€000's)	31 December 2021 (€000's)	31 December 2021 (€000's)	31 December 2021 (€000's)	31 December 2021 (€000's)
Cost of Acquisition					
Contracted Purchase Price	2,214	1,076	1,076	2,681	1,167
Net Working Capital after adjustments	85	267	185	(145)	106
<b>Total Acquisition Cost</b>	<b>2,299</b>	<b>1,343</b>	<b>1,261</b>	<b>2,536</b>	<b>1,273</b>
Fair Value of Assets Acquired					
NPV of DCF - Energy Asset	2,393	977	926	2,388	1,145
Net Working Capital Acquired	485	245	144	39	274
Net Working Capital Adjustments	(113)	14	2	78	28
	<b>2,765</b>	<b>1,236</b>	<b>1,072</b>	<b>2,505</b>	<b>1,447</b>
Bargain Purchase/(Goodwill)	466	(107)	(189)	(30)	175
Weighted Average Cost of Capital	7.10%	7.10%	7.10%	7.10%	7.10%



## 7) INTANGIBLE ASSETS

	31 December 2021 (€000's)
Goodwill at 1 January 2021	1,100
Additions to Goodwill	1,920
Goodwill at 31 December 2021	3,020

## 8) PROPERTY, PLANT AND EQUIPMENT

Movements in the carrying amounts of the Group's property, plant and equipment are as follows:

Property, Plant and Equipment - Group (€000's) - At December 31, 2020	Property, Plant and Equipment	Asset Retirement	Totals
<b>Cost</b>			
Opening Balance	48,115	124	48,239
Additions	-	-	-
Closing balance of cost account	48,115	124	48,239
<b>Accumulated Depreciation</b>			
Opening Balance	10,421	13	10,434
Amortisation charge for the year	-	3	3
Depreciation charge for the year	249	-	249
Closing balance of the accumulated depreciation account	10,670	16	10,686
<b>Net book value as at 31 December 2020</b>	<b>37,445</b>	<b>108</b>	<b>37,553</b>

Property, Plant and Equipment - Company (€000's) - At December 31, 2020	Property, Plant and Equipment	Totals
<b>Cost</b>		
Opening Balance	350	350
Additions	-	-
Closing balance of cost account	350	350
<b>Accumulated Depreciation</b>		
Opening Balance	21	21
Additions	-	-
Depreciation charge for the year	36	36
Closing balance of the accumulated depreciation account	57	57
<b>Net book value as at 31 December 2020</b>	<b>293</b>	<b>293</b>

Property, Plant and Equipment - Group (€000's) - At December 31, 2021	Property, Plant and Equipment	Land	Right of use asset	Asset Retirement	Construction in process	Totals
<b>Cost</b>						
Opening Balance	32,729	-	1,601	110	7,609	42,049
Additions	128,623	470	2,746	413	5,442	137,694



Closing balance of cost account	161,352	470	4,347	523	13,051	179,743
<b>Accumulated Depreciation</b>						
Opening Balance	3,106	-	184	20	-	3,310
Amortisation charge for the year	-	-	26	10	-	36
Depreciation charge for the year	5,558	-	-	-	-	5,558
Closing balance of the accumulated depreciation account	8,664	-	210	30	-	8,904
<b>Net book value as at 31 December 2021</b>	<b>152,688</b>	<b>470</b>	<b>4,137</b>	<b>493</b>	<b>13,051</b>	<b>170,839</b>

Property, Plant and Equipment - Company (€000's)	Property, Plant and Equipment	Right of use asset	Totals
<b>Cost</b>	-	-	-
Opening Balance	-	-	-
Additions	110	612	722
Closing balance of cost account	110	612	722
<b>Accumulated Depreciation</b>			
Opening Balance	-	-	-
Additions	-	-	-
Depreciation charge for the year	11	46	57
Closing balance of the accumulated depreciation account	11	46	57
<b>Net book value as at 31 December 2021</b>	<b>99</b>	<b>566</b>	<b>665</b>

## 9) Investment in Subsidiaries

	31 December 2021 (€000's)	31 December 2020 (€000's)
<b>Investment in Subsidiaries - Company:</b>		
Investment in Solis Bond Co. DAC	31,888	-
Investment in Altam Inc	12,879	12,885
Investment in Unisun Holdings	3,162	-
<b>Total Investment in Subsidiaries, net at 31 December 2021</b>	<b>47,929</b>	<b>12,885</b>

The Company has investments in Solis Bond Company, Altam Inc and Unisun Holdings.

Management believes that there is no indication that an impairment loss has occurred.



## 10) Due from /(to) affiliates

	31 December 2021	31 December 2020
	(€000's)	(€000's)
<b>Due from / (to) affiliates - Company:</b>		
Due from / (to) Altam Inc	4,766	(1,177)
<b>Total Due from affiliates, net</b>	<b>4,766</b>	<b>(1,177)</b>

The Company has a receivable from Altam Inc as the Company funded Altam Inc's general and administrative expenses for 2020 and 2021.

## 11) TRADE AND OTHER RECEIVABLES

The carrying amounts of trade receivables and other receivables approximate their fair value largely due to the short-term maturities and nature of these instruments. All trade receivables are due within the Group's and Company's normal terms which is 30 days.

	31 December 2021	31 December 2020
	(€000's)	(€000's)
<b>Trade and Other Receivables - Group:</b>		
Trade receivables	8,390	698
Prepayments & other	4,091	7,200
Value added tax recoverable	4,953	624
<b>Total Trade and Other Receivables</b>	<b>17,434</b>	<b>8,522</b>

	31 December 2021	31 December 2020
	(€000's)	(€000's)
<b>Trade Receivables - Company:</b>		
Other receivables	906	291
Prepayments and other	2,180	1,812
Value added tax recoverable	30	56
<b>Total Trade Receivables</b>	<b>3,116</b>	<b>2,159</b>

## 12) CASH AND CASH EQUIVALENTS

Cash and cash equivalents at the end of the reporting period as shown in the statements of cash flows can be reconciled to the related items in the statements of financial position as follows:

	31 December 2021	31 December 2020
	(€000's)	(€000's)
<b>Cash and Cash Equivalent - Group</b>		
Cash in bank	16,068	971



<b>Restricted cash:</b>		-
Debt service reserve	1,301	-
Escrow accounts	6,252	455
<b>Cash and Cash Equivalent</b>	<b>23,621</b>	<b>1,426</b>

	31 December 2021	31 December 2020
	(€000's)	(€000's)
<b>Cash and Cash Equivalent - Company</b>		
Cash in bank	2,803	20
<b>Cash and Cash Equivalent</b>	<b>2,803</b>	<b>20</b>

Restricted Cash and cash equivalent relate to balances that are in the bank accounts for specific defined purposes and cannot be used for any other undefined purposes. The balance has a debt service reserve account as per the requirements from the Bond Trustee that is serving the purpose of issuing the quarterly coupons to the Bond trustee for the Green Bonds issued in 2021. There is an account that has the residual balance of Eur 20 M bond tap that must be used for permitted acquisitions as per Bond terms. The balance also has an account for a bank guarantee in place for Poland and Unisun and there are two acquisition related accounts in Italy and Romania that hold escrow balances.

### 13) TRADE AND OTHER PAYABLES

#### Trade and Other Payables

The carrying amounts of trade and other payables approximate their fair value largely due to the short-term maturities and nature of these instruments. The repayment terms of trade payables vary between on demand and 30 days. No interest is payable on trade payables.

The terms of the accruals are based on underlying invoices.

	31 December 2021	31 December 2020
	(€000's)	(€000's)
<b>Trade and Other Payables - Group</b>		
Trade payables	9,137	7,839
Taxes payable	1,531	-
Accruals	5,767	4,792
<b>Total Trade and Other Payables</b>	<b>16,435</b>	<b>12,631</b>



	31 December 2021	31 December 2020
	(€000's)	(€000's)
<b>Trade and Other Payables – Company</b>		
Trade payables	398	1,962
Accruals	2,732	353
<b>Total Trade and Other Payables</b>	<b>3,130</b>	<b>2,315</b>

## 14) COMMITMENTS AND CONTINGENCIES

### a) Capital commitments

At the period end the Group does not have any capital commitments.

### b) Lease commitments

The Group has total future minimum lease payments under non-cancellable lease commitments as follows:

#### Lease Liabilities - Group

	31 December 2021 (€000's)
Lease Liability	4,013
Current portion	117
Long Term Portion	3,896
2022	384
2023	386
2024	389
2025	392
2026	373
Thereafter	7,751
<b>Total Future Lease Payments</b>	<b>9,675</b>
Less: Imputed Interest	(5,662)
<b>Present Value of Future operating Leases</b>	<b>4,013</b>
Less Current Portion of Long-Term Leases	(117)
<b>Operating Leases Net of Current Portion</b>	<b>3,896</b>
<b>Right of Use Assets, operating lease net</b>	<b>4,137</b>



### Lease Liabilities - Company

	31 December 2021 (€000's)
Lease Liability	576
Current portion	47
Long Term Portion	529
2022	85
2023	85
2024	85
2025	85
2026	85
Thereafter	363
Total Future Lease Payments	790
Less: Imputed Interest	(214)
Present Value of Future operating Leases	576
Less Current Portion of Long-Term Leases	(47)
Operating Leases Net of Current Portion	529
Right of Use Assets, operating lease net	566

The lease liability for operating leases is based on the net present value of future minimum lease payments. The right of use asset for operating leases is based on the lease liability.

The Group's leases include rental of land for business use. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental repayments. The lease terms range from 2 - 25 years depending on the term set in the contract.

The right-of-use asset of licences is classified as 'intangible assets', while the right-of-use asset of office rentals is classified as 'property, plant, and equipment'. The movement in the carrying amount of the right-of-use assets of the Group at the start and end of each reporting period.

## 15) BANK LOANS

	31 December 2021 (€000's)	31 December 2020 (€000's)
<b>Debt Summary – Group</b>		
Bond Debt – secured	130,000	-
Short term line of credit	-	31
Convertible notes related parties	-	193
Debt – short term	6,066	21,014



Debt – long term	12,958	13,961
Convertible debt – secured	9,000	-
<b>Gross debt</b>	<b>158,024</b>	<b>35,199</b>
Debt discount – Short term	(3,466)	(121)
Debt discount – Long term	(3,621)	(231)
<b>Total Long Term and Short-Term Debt</b>	<b>150,937</b>	<b>34,847</b>

	31 December 2021 (€000's)	31 December 2020 (€000's)
<b>Debt Summary – Company</b>		
Convertible notes related parties	-	(54)
Debt – long term	1,600	-
Convertible debt – secured	9,000	-
<b>Gross debt</b>	<b>10,600</b>	<b>(54)</b>
Debt discount – Long term	(402)	-
<b>Total Long Term and Short-Term Debt</b>	<b>10,198</b>	<b>(54)</b>

Capitalised fees in Debt Discount relates to the various financing fees, legal costs, technical and financial due diligence costs, bond trustee and other bond related charges for the Solis Bond, AEG debt and it's related subsidiaries. The cost will be amortised on a straight-line basis over the life of the debt of 3 years starting January 2021 to January 2024. Euro 3.6 million has been amortised during the year and is included in other expenses.

### Summary of Borrowing Arrangement Terms:

In October 2018, in order to complete additional solar park acquisitions in Germany, one of the Company's subsidiaries, Altam Inc., entered into the following agreements with a third-party accredited investor (the "Lender"), in connection with one of the Company's indirect German subsidiaries, PCG\_HoldCo UG (PCG), with an interest rate of 12% and a term of 2 years. Altam had principal outstanding of €4,352,363 as of 31 December 2021.

In December 2017, to complete additional solar park acquisitions, one of the Company's subsidiaries, Altam, issued a 5 year Note with third-party accredited investors (the "Lenders"), with an interest rate of 7.5%. Altam had principal outstanding of €509,267 as of 31 December 2021.

In April 2018, PSM 40 GmbH & Co KG entered a senior secured loan with GLS Bank in Germany. This relates to the acquisition of 6 photovoltaic installations as part of the PSM 40 GmbH & Co KG acquisition with an interest rate of 2.0% and a term of 18 years. PSM 40 had principal outstanding of €2,053,650 as of 31 December 2021.

In January 2020, GRT 1.1 GmbH entered a senior secured loan with DKB Bank in Germany. This relates to the acquisition of 1 photovoltaic installation as part of the GRT GmbH acquisition, with an



interest rate of 2.05% and a term of 19 years. GRT 1.1 had principal outstanding of €636,178 as of 31 December 2021.

In January 2020, ALTN Holdco entered in a 20-year senior secured loan with DKB Bank in Germany with an amount of €1,231,279 with an interest rate of 2%. The loan had a principal outstanding of €1,148,217 as of 31 December 2021.

In March 2021, the Company entered into €9 million secured convertible loan notes (the “Notes”). The Notes have a 3-year term and accrue annual interest at a 10% fixed rate, payable in cash every six months during the term. The Notes are secured by a floating charge security over all the property and assets of the Company with the exception of the AEG ownership of Solis Bond Co DAC, as was the case with the existing note being settled. All outstanding principal plus a premium of 120% is due 3 years from the date of issuance. The Company is entitled, at its sole option, to prepay the notes at a reduced premium of 110% on the second anniversary of the issuance. Between 31 August 2021 and 9 March 2023, the holders have the option to convert up to a total of 50% of the principal amount of the notes into shares of the Company’s ordinary shares at a price of €4.00 per share which would see the Company issue 1,125,000 shares if exercised. If at any time, the market price of the Company’s ordinary shares is greater than €8.00 per share for 30 consecutive trading days, the Company is entitled to prepay the notes at 110% premium for any unconverted capital.

In April 2021, the Company acquired 60% of the share capital of a Netherlands company, Unisun Energy Holding B.V. (Unisun) in consideration for €650,000. Unisun owns a building valued at €750,000 with an outstanding loan of €432,761 as of 31 December 2021.

In August 2021, the Company’s subsidiary, Blue Sky Energy, entered into an agreement with ING Bank, Netherlands for financing the Rotterdam Airport Project. The loan has an outstanding balance of €8,400,000 as of 31 December 2021.

In December 2021, the Company’s subsidiary, Alternus Energy Construction Holdings, entered into €1.6 million secured notes (the “Notes”). The loan proceeds were used to refund equity and costs associated with the Unisun acquisition and the Rotterdam Development Project Equity. The loan note holds the interest rate of 9% p.a.

In January 2021, the Solis Bond Company DAC, issued a series of bonds in the maximum amount of €200 million in a bond term agreement of 3 years with an interest rate of EURIBOR 3 months +6.5%. The bond was used for refinancing existing facilities and funding new acquisitions. As of 31 December 2021, there was €130 million outstanding on the bond. As of February 2022 the Bond is listed on the Euronext Oslo Børs exchange.

## 16) ASSET RETIREMENT OBLIGATION

	31 December 2021	31 December 2020
	(€000's)	(€000's)
Asset retirement obligation - Group		



Asset retirement obligation	552	136
<b>Total Asset retirement obligation</b>	<b>552</b>	<b>136</b>

Asset retirement obligation arises when an energy asset is placed on land or a surface that has to be improved to be brought back to its original condition once the asset is to be given back to the surface owner.

## 17) SHARE CAPITAL

Share Capital - Group	31 December 2021 (€000's)	31 December 2020 (€000's)
Ordinary share capital - authorized 80,000,000 at Euro 0.01 per share	800	800
<b>Called up Share Capital - Group (€000's)</b>	<b>31 December 2021</b>	<b>31 December 2020</b>
Allotted, called up and fully paid 26,335,738 at Euro 0.01 per share	263	80

Share Capital - Company	31 December 2021 (€000's)	31 December 2020 (€000's)
Ordinary share capital - authorized 26,335,738 ordinary shares	800	800
<b>Called up Share Capital - Group (€000's)</b>	<b>31 December 2021</b>	<b>31 December 2020</b>
Allotted, called up and fully paid	263	80

## 18) RESERVES

### Share premium

The share premium reserve represents the premium on issue of the ordinary shares.

### Share capital

The share capital represents the capital on issue of the ordinary shares.

### Foreign exchange reserve

The foreign exchange reserve represents gains/losses arising on retranslating the net assets of overseas operations into Euro.

### Retained earnings

The retained earnings represent cumulative gains and losses recognised net of transfers to/from other reserves and dividends paid.



## 19) RELATED PARTY

Parties are considered to be related when one party can exercise control, shared control, or significant influence over the other in decision-making involving its finances and operating activities. The related parties of the parent company include major shareholders, subsidiaries, and key management personnel. Key management personnel include members of the Board of Directors and the Secretary.

	31 December 2021
Transactions with Directors	(€000's)
Wikborg Sons Ltd AS, a related party to Rolf Wikborg, fee	634
Prepaid consulting agreement with Wikborg Sons Ltd AS, a related party to Rolf Wikborg	300
Doonbeg Partners, a related party to John Thomas	889
<b>Total Transaction with Directors</b>	<b>1,823</b>

The Company entered into a consulting agreement with Doonbeg partners, which included Wikborg Sons Ltd AS in January 2020 for capital raising services. The fee paid relates to the successful placement of bonds and equity for the Company in 2021. The fees are fully paid and included with other placements fees relating to these transactions. No further fees are payable for any future financings under this agreement.

### Directors' Remuneration

	31 December 2021
Director's Remuneration	(€000's)
Remuneration in respect of services as directors	562
Remuneration in respect to long term incentive schemes	-

	31 December 2021	31 December 2020
Investment in Subsidiaries - Company:	(€000's)	(€000's)
Investment in Solis Bond Co, DAC	31,888	-
Investment in Altam Inc	12,879	-
Investment in Unisun Holdings	3,162	-
<b>Total Investment in Subsidiaries, net at 31 December 2021</b>	<b>47,929</b>	<b>-</b>

The Company has investments in Solis Bond Company, Altam Inc and Unisun Holdings.

Management believes that there is no indication that an impairment loss has occurred.



	31 December 2021	31 December 2020
	(€000's)	(€000's)
<b>Due from affiliates - Company:</b>		
Due from Altam Inc	4,765	-
<b>Total Due from affiliates, net</b>	<b>4,765</b>	<b>-</b>

The Company has receivable from Altam Inc as the Company funded Altam Inc's general and administrative expenses for 2020 and 2021.

## 20) TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

Major components of tax expense (income)	31 December 2021 (€000's) - Company	31 December 2021 (€000's) - Group
Current tax expense	-	446
Deferred tax expense	-	-
<b>Tax expense</b>	<b>-</b>	<b>446</b>

Explanation of the relationship between tax expense and accounting profit

	31 December 2021 (€000's) - Company	31 December 2021 (€000's) - Group
Accounting profit	1,572	8,656
Tax at the applicable rate of 12.5%	197	1,082
Tax effect of income and expenses not includible in determining taxable profit		
Reversal of bargain purchase	-	(3,532)
Intercompany transfer pricing	(33)	(1,135)
Foreign tax losses		(630)
Tax effect of differences in foreign tax rates	-	778
Other	-	51
Change in valuation allowance	(164)	3,833
<b>Effective tax</b>	<b>-</b>	<b>447</b>

The tax effects of temporary difference and carryforwards that give rise to significant portions of the net deferred tax assets were as follows:

	31 December 2021 (€000's) - Company	31 December 2021 (€000's) - Group
Deferred tax assets:		
Net operating losses	-	5,254
Interest Expense Carry-Forward	-	596



Total deferred tax assets	-	5,850
Deferred tax asset valuation allowance	621	(5,850)
Net deferred tax assets	-	0
Deferred tax liabilities:		
Depreciation and amortization	-	-
Total deferred tax liabilities	-	-
Net deferred taxes	-	-

The Company's valuation allowance increased during 2021 by Eur 4,164 for Group and Eur 408 for Company primarily due to the generation of net operating losses.

Deferred tax assets have not been recognised in respect of these losses as they may not be used to offset taxable profits elsewhere in the Company and there are no other tax planning opportunities or other evidence of recoverability in the near future.

Future realization of the tax benefits of existing temporary differences and net operating loss carryforwards ultimately depends on the existence of sufficient taxable income within the carryforward period. As of December 31, 2021, the Company performed an evaluation to determine whether a valuation allowance was needed. The Company considered all available evidence, both positive and negative, which included the results of operations for the current and preceding years. The Company determined that it was not possible to reasonably quantify future taxable income and determined that it is more likely than not that all of its deferred tax assets will not be realized. Accordingly, the Company maintained a full valuation allowance as of December 31, 2021.

## 21) SUBSIDIARY UNDERTAKINGS

The Company has the following subsidiary undertakings; all subsidiaries are wholly owned and all shareholdings are in ordinary shares.

### Alternus Energy Group

Alternus Energy Group Plc (the Group) was incorporated in Dublin, Ireland on January 31, 2019 under the name Alternus Energy International Limited. On October 20, 2020 the Company re-registered as a Plc and changed its name to Alternus Energy Group Plc. Alternus Energy Group Plc owns 100% of shares of Solis.

### AE Europe B.V. (formerly Power Clouds Europe B.V.)

In August 2016, a wholly owned subsidiary in the Netherlands, AE Europe B.V. was incorporated to ultimately hold the Group's European operating companies and sub-holding companies as appropriate. As of 31 December 2021, this company only owns PC-Italia-01 S.r.l.

### PC-Italia-01 S.R.L. (formerly Power Clouds Wind Italia S.R.L.)

In June 2015, a company in Italy, PC-Italia-01 S.R.L. was incorporated to acquire the Group's Italian special purpose vehicles (SPVs), power plants and/or other assets located in Italy. As of 31 December 2021, this company does not own any SPVs or other assets.

### PC-Italia-02 S.p.A. (Formerly PC-Italia-02 S.R.L.)



In August 2016, a company in Italy, PC-Italia-02 SRL was incorporated. This company was incorporated to acquire Italian special purpose vehicles, power plants and/or other assets located in Italy. During the quarter ended 31 March 2017, this company completed the acquisition of the Sant'Angelo Energia S.r.l. in Italy which operates a 702kW PV solar park. Subsequently, in April 2019, PC-Italia-02 acquired four additional SPVs in Italy, CIC Rooftop 2 S.r.l., CIC RT Treviso S.r.l., SPV White One S.r.l., CTS Power 2 S.r.l. During the six months ended 30 September 2021 all of these entities were transferred to sit under Solis Bond Company DAC.

### **PCG\_HoldCo GmbH & PCG\_GP UG**

In June 2018, one of the Company's subsidiaries acquired 100% of the share capital of two companies in Germany which were renamed as PCG\_HoldCo GmbH and PCG\_GP UG immediately thereafter. These two companies were acquired to secure ownership of German special purpose vehicles, PV solar parks and/or other assets located in Germany. During the year ended 31 December 2018, PCG\_HoldCo completed the acquisitions of 4 SPVs in Germany, PSM 20 GmbH & Co KG, GRK 17.2 GmbH & Co KG, GRT 1.1 GmbH and PSM 40 GmbH & Co KG. In December 2018, one of the Company's subsidiaries acquired 100% of the share capital of another company in Germany which was renamed to ALTN HoldCo UG.

### **AEN 01 B.V. and AEN 01 B.V.**

In June 2019, a wholly owned subsidiary in the Netherlands, AEN 01 B.V., was incorporated to acquire Netherlands special purpose vehicles, project rights and other solar energy assets in the Netherlands. During the quarter ended 31 December 2019 this company completed the acquisition of Zonnepark Rilland B.V. in the Netherlands, which operates an 11.75MW PV solar park. This SPV was refinanced and acquired by Solis Bond Company.

In July, the Group incorporated another wholly owned subsidiary in the Netherlands, AEN 02 B.V. This company was incorporated to acquire various special purpose vehicles, project rights and other solar energy assets in various locations across Europe. As of 31 December 2021, neither AEN 01 or AEN 02 own any SPVs.

### **Solis Bond Company Designated Activity Company (DAC)**

In December 2020, a new wholly owned subsidiary, Solis Bond Company DAC, was incorporated in Ireland to issue a series of bonds and hold the Group's European operating companies that are financed through those bonds. During the quarter ended 31 March 2021, Solis refinanced its Italian, Netherlands, and Romanian operating companies: PC-Italia-02 SpA, CTS Power 2 S.r.l., CIC Rooftop 2 S.r.l., SPV White One S.r.l., CIC RT Treviso S.r.l., Zonnepark Rilland B.V., FRAN Energy Investments S.r.l., and Power Clouds S.r.l. Also, during the quarter ended 31 March 2021, Solis acquired 100% of the share capital of the following Romanian companies: Ecosfer Energy S.r.l., Lucas EST S.r.l. During the quarter ended 31 March 2021, Solis acquired 100% of the share capital of another Italian company, Serre S.r.l. Subsequently, in April 2021, Solis acquired 100% of the share capital of another Romanian company, LJJ Green Source Energy Beta S.r.l. In May 2021, Solis acquired 100% of the share capital of another Polish company, Solarpark Samas Sp. Z.O.O. In December 2021, Solis acquired 100% of the share capital of another Polish companies Elektrownia PV Komorowo Sp. Z.O.O and PV Zachod Sp. Z.O.O.

### **PC-Italia-03 Srl**

In July 2020, a new wholly owned subsidiary in Italia, PC-Italia-03 Srl, was incorporated. This company was incorporated to acquire Italian special purpose vehicles, power plants and/or other assets located in Italy. During the quarter ended 31 March 2021, this company completed the acquisition of 100% of the share capital of two Italian SPVs, KKSOL S.r.l. and Petriolo Fotovoltaica S.r.l. During the quarter ended 30 June 2021, this company completed the acquisition of 100% of the share capital of two Italian SPVs, MABI S.r.l. and BIMA S.r.l. During the six months ended 30 June 2021 the 4 SPVs owned



by PC-Italia-03 were transferred to Solis Bond Company DAC as part of Solis’s bond financing. In July and August 2021, PC-03 acquired shares of 2 Italian entities Risore Solari 1 S.R.L and Risore Solari III S.R.L respectively, with the purpose of developing solar parks.

### **Unisun Energy Holding B.V**

In April 2021, Alternus Energy Group acquired 60% of the share capital in Unisun Energy Holding B.V. (Unisun), a Netherlands based developer, engineering procurement and construction (EPC) and operations and maintenance (O&M) service provider of renewable energy solutions across Europe. Unisun owns 100% of the following special purpose vehicles and other holding and operating companies in the Netherlands: Unisun Energy B.V., UPER Energy Europe B.V., Unisun Energy Poland Investment B.V. and Blue Sky Energy I B.V.

### **Alternus Energy America Inc.**

In May 2021, a new wholly owned subsidiary in the U.S. was incorporated. This company was incorporated to support the finance and legal functions for the group.

### **Alternus Energy Development Holding Limited**

In August 2021, a new wholly owned subsidiary in Ireland was incorporated to support development activities.

### **Alternus Energy Construction Holding Limited**

In September 2021, a new wholly owned subsidiary in Ireland was incorporated to support EPC for the group

### **GHFG Limited**

In September 2021, a new wholly owned subsidiary in Ireland was incorporated. 55% owned by AEG.

### **Alt Spain 01, S.L**

In August 2021, a new wholly owned subsidiary in Spain was incorporated for the development of solar parks.

### **Altnor AS**

In August 2021, a new wholly owned holding company in Norway was incorporated

In summary, Alternus Energy Group Plc is a holding company that operates through the following operating subsidiaries as of 31 December 2021:

### **List of Subsidiary Undertakings**

Subsidiary	Principal Activity	Date Acquired/Established	Alternus Energy Ownership	Country of Operation
Power Clouds SRL	SPV	March 2015	100% (via Solis)	Operational Romanian Solar Park



F.R.A.N. Energy Investment SRL	SPV	March 2015	100% (via Solis)	Operational Romanian Solar Park
PC-Italia-01 S.R.L.	Sub-Holding	June 2015	100% (via AE Europe)	Italy Holding Company
AE Europe B.V.	Holding Company	August 2016	100% (via Altam)	Netherlands Holding Company
PC-Italia-02 S.p.A.	SPV	August 2016	100% (via Solis)	Operational Italian Solar Park
Sant'Angelo Energia S.r.l.	SPV	March 2017	100% (via PC-Italia-02)	Operational Italian Solar Park
PCG_HoldCo GmbH	Holding Company	July 2018	100%(via Altam)	Germany Holding Company
PCG_GP UG	General Partner (Management Co.)	August 2018	100% (via Altam)	Germany Holding Company
PSM 20 UG	SPV	November 2018	100% (via PCG_HoldCo)	Operational German Solar Park
ALTN HoldCo UG	SPV	December 2018	100% (via PCGHoldCo)	Operational German Solar Park
GRT 1.1 GmbH & Co KG	SPV	December 2018	100% (via PCG_HoldCo)	Operational German Solar Park
PSM 40 UG	SPV	December 2018	100% (via PCG_HoldCo)	Operational German Solar Park
CIC Rooftop 2 S.r.l.	SPV	April 2019	100% (via Solis)	Operational Italian Solar Park
CIC RT Treviso S.r.l.	SPV	April 2019	100%(via Solis)	Operational Italian Solar Park
SPV White One S.r.l.	SPV	April 2019	100% (via Solis)	Operational Italian Solar Park
CTS Power 2 S.r.l.	SPV	April 2019	100% (via Solis)	Operational Italian Solar Park
Zonnepark Rilland B.V.	SPV	December 2019	100% (via Solis)	Operational Netherlands Solar Park
PC-Italia-03 S.R.L.	Holding Company	July 2020	100% (via AEG)	Italy Holding Company
PC-Italia-04 S.R.L.	Holding Company	July 2020	100% (via AEN 02)	Italy Holding Company
Altam Inc	SPV	December 2020	100% (via AEG)	US Holding Company
Solis Bond Company DAC	Holding Company	December 2020	1	Ireland Holding Company
KKSOL Srl	SPV	February 2021	100% (via Solis)	Operational Italian Solar Park
Petriolo Srl	SPV	February 2021	100% (via Solis)	Operational Italian Solar Park
Serre Srl	SPV	March 2021	100% (via Solis)	Operational Italian Solar Park
Lucas EST Srl	SPV	March 2021	100% (via Solis)	Operational Romanian Solar Park
Ecosfer Energy Srl.	SPV	March 2021	100% (via Solis)	Operational Romanian Solar Park
Unisun Energy Holding B.V.	Holding Company	April 2021	60% (via AEG)	EPC Company
Unisun Energy B.V.	SPV	April 2021	60% (via AEG)	EPC Company
UPER Energy Europe B.V	SPV	April 2021	60% (via AEG)	O&M Company
Unisun Energy Poland Investment B.V.	Holding Company	April 2021	60% (via AEG)	EPC Company
Blue Sky Energy I	SPV	April 2021	60% (via AEG)	EPC Company



B.V.				
Green Source Energy Beta Srl	SPV	May 2021	100% (via Solis)	Operational Romanian Solar Park
BIMA SRL	SPV	May 2021	100% (via Solis)	Operational Italian Solar Park
MABI SRL	SPV	May 2021	100% (via Solis)	Operational Italian Solar Park
Alternus Energy Americas Inc.	Holding Company	May 2021	100% (via AEG)	US Holding Company
Risore Solari I S.R.L	SPV	July 2021	100% (via PC03)	Italian Solar Development Park
Alternus Energy Development Holding Limited	Holding Company	August 2021	100% (via AEG)	Ireland Holding Company
Risore Solari III S.R.L	SPV	August 2021	100% (via PC03)	Italian Solar Development Park
Alt Spain 01, S.L	SPV	August 2021	100% (via PC03)	Spanish Solar Development Park
Altnor AS	Holding Company	August 2021	100% (via AEG)	Norway Holding Company
Alt Spain 01, S.L	SPV	August 2021	100% (via PC03)	Spanish Solar Development Park
Solarpark Samas Sp. Z.O.O	SPV	August 2021	100% (via Solis)	Operational Polish Solar Park
Alternus Energy Construction Holding Limited (AECHL)	Holding Company	September 2021	100% (via AEG)	Ireland Holding Company
GHFG Limited	Holding Company	September 2021	55% (via AEG)	Ireland Holding Company
AED Italia - 01 S.r. l	SPV	October 2021	100% (via AECHL)	Italian Solar Development Park
AED Italia - 02 S.r. l	SPV	October 2021	100% (via AECHL)	Italian Solar Development Park
AED Italia - 03 S.r. l	SPV	October 2021	100% (via AECHL)	Italian Solar Development Park
AED Italia - 04 S.r. l	SPV	October 2021	100% (via AECHL)	Italian Solar Development Park
AED Italia - 05 S.r. l	SPV	October 2021	100% (via AECHL)	Italian Solar Development Park
Elektrownia PV Komorowo Sp. Z.O.O	SPV	December 2021	100% (via Solis)	Operational Polish Solar Park
PV Zachod Sp. Z.O.O	SPV	December 2021	100% (via Solis)	Operational Polish Solar Park

## 22) SUBSEQUENT EVENTS

In accordance with IAS 10, Events after the reporting period (Subsequent Events), we have evaluated subsequent events through the date of issuance of these financial statements.

On 14 February 2022, the Group's subsidiary, Solis Bond Company DAC, filed an application for its bond to be admitted to stock exchange listing on the Euronext Oslo Børs exchange.

On 14th February 2022, Mr. Rolf Wikborg retired as the member of the Board and on the same day Mr. Javade Chaudhri was appointed as a new member of the Board.

On 2nd March 2022, the Group's subsidiary, Solis Bond Company DAC successfully completed a tap issue of EUR 10 Million under its three year senior secured bond issue.



On 31st March 2022, the Group's subsidiary, Solis Bond Company DAC acquired 11 MW operational portfolio in Poland.

On 22nd March 2022, the Group entered into a loan agreement with accredited investors for EUR 1 million for the period of one year. The loan note holds the interest rate of 8% p.a.

On 28th March 2022, the Group's subsidiary, Solis Bond Co DAC entered into a loan agreement with accredited investors for EUR 2 million note for one year. The loan note holds the interest rate of 8% p.a.

## **23) APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS**

The consolidated financial statements in respect of the year ended 31 December 2021 were approved and authorised for issue by the Directors on 30 May 2022.