

**NOTICE OF INVITATION TO ANNUAL GENERAL MEETING**

sole member of the board of company  
**NOVA Green Energy, SICAV, a.s.**

identification number: 087 89 622, with its registered office at Na Příkopě 854/14, Nové Město, 110 00 Prague 1, registered in the Commercial Register maintained by the Municipal Court in Prague file no. B 24997 (the „**Company**“), which creates these subfunds:

**NOVA Green Energy – podfond 1** (the „**Subfund 1**“) and  
**NOVA Green Energy – podfond 2** (the „**Subfund 2**“),  
(Subfund 1 and Subfund 2 together as the „**Subfunds**“)

hereby convenes

**ANNUAL GENERAL MEETING**

**to be held on 6 June 2024 from 9 am until 10 am (attendance procedure commencing at 8.30 am)**  
**at the company's registered office at Na Příkopě 854/14, 110 00 Prague 1**

with the following agenda:

1. Opening;
2. Electing the General Meeting bodies;
3. Discussion regarding the annual report of the Company, Subfund 1 and Subfund 2 for 2023, the auditor's reports and the report of the company's Board on business activities and the state of assets of the Company and the Subfund 1 and Subfund 2 for 2023;
4. Approving the ordinary financial statements of the Company, Subfund 1 and Subfund 2 for 2023;
5. Decision on the settlement of the Company's, Subfund 1's and Subfund 2's profit/loss for 2023;
6. Appointment of the Company's and Subfunds' auditor for 2024;
7. Closing.

Draft resolutions on the individual items of the General Meeting's agenda and their reasoning are set out below.

The relevant day for the attendance at the General Meeting is deemed to be for all shareholders (i.e., both the Company's and the Subfunds' shareholders) the date of **31 May 2024**, i.e. the seventh day preceding the date of the General Meeting according to the Section 405 of the Act no. 90/2012, Coll., on business corporations and cooperatives, as amended (the “**BCA**”). Only the shareholder registered in the Company's shareholder register as of the date thereof has the right to attend the General Meeting and exercise its shareholder's rights.

*According to the Company's Articles of Association voting rights are only attached to the investment shares in cases provided by the Articles of Association or stipulated by law.*

## **1. Opening**

### **2. Electing the General Meeting bodies**

*Draft resolution:* “The General Meeting elects the chairman of the General Meeting, scrutiniser, minute taker and minute verifier.”

*Reasoning:* According to the Section 422 of the BCA the General Meeting bodies are elected by the General Meeting. Any specific proposals of persons to be elected to act as General Meeting bodies will be submitted to the shareholders at the General Meeting.

According to the Company's Articles of Association the voting right concerning this draft resolution is only attached to the founding shares.

### **3. Discussion regarding the annual report of the Company and the Subfunds for 2023, the auditor’s reports and the report of the Company’s Board on business activities and the state of assets of the Company and the Subfunds for 2023**

*Statement of the Board:* The Board presents to the shareholders the annual report of the Company and the Subfunds for 2023, including the auditor’s reports and the reports of the Company’s Board on business activities and the state of assets of the Company and the Subfunds for 2023.

*Reasoning:* The annual report does not have to be approved by the General Meeting, the General Meeting only discusses the annual report and the above-mentioned documents. The annual report is available on the website <https://www.redsidefunds.com/cs/funds/nova-green-energy#informace-pro-klienty-1> in the section “Mandatory information” and in the Company’s registered seat.

### **4. Approving the ordinary financial statements of the Company and the Subfunds for 2023**

*Draft resolution (1):* „The General Meeting approves the Company’s ordinary financial statements for 2023. “

*Draft resolution (2):* “The General Meeting approves Subfund 1’s ordinary financial statements for 2023.”

*Draft resolution (3):*

*“The General Meeting approves Subfund 2’s ordinary financial statements for 2023.”*

*Reasoning:*

In accordance with the Section 421 par. 2) g) of the BCA approving the ordinary financial statements falls within the powers of the General Meeting. The Board proposes to the General Meeting to approve the ordinary financial statements of the Company and the Subfunds for 2023. The ordinary financial statements were audited without objections of the auditor. The ordinary financial statements are part of the annual report of the Company and are therefore available according to the point 3 above.

According to the Company's Articles of Association the voting right concerning this draft resolution is only attached to the founding shares.

#### **5. Decision on the settlement of the Company’s and Subfunds’ profit/loss for 2023**

*Draft resolution (1):*

*„The General Meeting notes that the Company’s economic result for 2023 is 0,- Kč.”*

*Draft resolution (2):*

*“The General Meeting notes that the accounting loss of Subfund 1 for 2023 is 469,303,959.21 Kč.”*

*Draft resolution (3):*

*“The General Meeting resolves that the accounting loss of Subfund 2 for 2023 in the amount of 13,634,653.59 Kč shall be reimbursed from the funds accumulated in the retained earnings account of previous years in the amount of 38,598,334.74 Kč, whereas following the payment of this accounting loss for the year 2023 the balance/profit in the retained earnings account of previous years shall be in the amount of 24,963,681.15 Kč.”*

*Reasoning:*

Subfund 1 has been in liquidation since 1 August 2022, therefore, the economic result of Subfund 1 for the year 2023 will be distributed only at the end of the liquidation as a distribution of the liquidation balance on the proposal of the liquidator in accordance with Section 205(2) of Act No. 89/2012 Coll., the Civil Code, as amended (hereinafter referred to as the "CC") and Section 207 of the CC. Therefore, the General Meeting cannot now decide on the settlement of Subfund 1's economic result for 2023. The decision on the settlement of the economic result (i.e. distribution of profit or reimbursement of loss) falls within the competence of the General Meeting in accordance with

Section 421 (2) (h) of the BCA. The Board proposes that the General Meeting resolves to settle the loss of Subfund 2 for the year 2023 in the amount of 13,634,653.59 Kč by reimbursement of this loss from funds accumulated in the retained earnings account of previous years.

According to the Company's Articles of Association the voting right concerning this draft resolution is only attached to the founding shares.

## **7. Appointment of the Company's and Subfunds' auditor for 2024**

*Draft resolution (1):* „The General Meeting appoints PricewaterhouseCoopers Audit, s.r.o., identification number: 407 65 521, with its registered office at Hvězdova 1734 / 2c, Nusle, 140 00 Prague 4, as an auditor to verify the ordinary financial statements of the Company as at 31 December 2024 for the accounting period from 1 January 2024 to 31 December 2024.”

*Draft resolution (2):* „The General Meeting appoints PricewaterhouseCoopers Audit, s.r.o., identification number: 407 65 521, with its registered office at Hvězdova 1734 / 2c, Nusle, 140 00 Prague 4, as an auditor to verify the ordinary financial statements of Subfund 1 as at 31 December 2024 for the accounting period from 1 January 2024 to 31 December 2024.”

*Draft resolution (3):* „The General Meeting appoints PricewaterhouseCoopers Audit, s.r.o., identification number: 407 65 521, with its registered office at Hvězdova 1734 / 2c, Nusle, 140 00 Prague 4, as an auditor to verify the ordinary financial statements of Subfund 2 as at 31 December 2024 for the accounting period from 1 January 2024 to 31 December 2024.”

*Reasoning:* According to the Section 17 of Act No. 93/2009 Coll., on auditors, as amended, the auditor is appointed by the General Meeting. The proposed person is considered by the Company's Board to be a suitable auditor for auditing the financial statements of the Company and the Subfunds with regard to its qualifications and experience.

According to the Company's Articles of Association the voting right concerning this draft resolution is only attached to the founding shares.

## **8. Conclusion**

In accordance with the Section 406 of the BCA and the Company's Articles of Association, the Board of the Company publishes the invitation to the annual ordinary General Meeting on the website of the Company and the manager [www.redsidefunds.com](http://www.redsidefunds.com) and at the same time sends the invitation to shareholders to the address specified in the list of shareholders. The attendance procedure of shareholders will take place at the venue from 8.30 am.

During the attendance procedure, the shareholder - natural person identifies itself with an identity card, and persons authorized to act on behalf of the shareholder - legal person proves this fact with an up-to-date extract from the Commercial Register and their identity with an identity card. The shareholders' representatives identify themselves with an identity card and prove their authorization by a written power of attorney with the stated scope of authorization.

If a shareholder intends to file a counterproposal for a proposal at the General Meeting, the content of which is stated in the invitation to the General Meeting, he is obliged to deliver his counterproposal in a written form to the Company within a reasonable time before the General Meeting. The Board will publish the counterproposal in accordance with the Section 362 of the BCA, on the manager's website [www.redsidefunds.com](http://www.redsidefunds.com) without undue delay upon receipt.

In accordance with the Sections 406 and following of the BCA, the Company published the following documents on the manager's website [www.redsidefunds.com](http://www.redsidefunds.com), which are also available to the shareholders for free inspection at the Company's registered office during business days from 9 am to 5 pm for the period of 30 days before the General Meeting:

- Annual report of the Company and Subfunds for 2023, containing:
  - Ordinary financial statements of the Company and Subfunds for 2023;
  - Report of the Company's Board on business activities and the state of assets of the Company for 2023;

In case of your attendance at the General Meeting, we kindly ask you to provide confirmation at the following email address: [asimova@redsidefunds.com](mailto:asimova@redsidefunds.com) or by phone at +420 721 060 282 until 31 May 2024 at the latest.

Should you have any questions regarding the General Meeting, please do not hesitate to contact us.

We thank you for your attendance in advance and we are looking forward to meeting you in person.



**Martin Dratva**

Authorized representative of the sole member of the Board, **REDSIDE investiční společnost, a.s.**