

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 V Celnici 1031/4, 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 23 June 2022 from 9 am until 10 am (attendance procedure commencing at 8.30 am) at the company’s registered office at V Celnici 1031/4, 110 00 Prague 1

with the following agenda:

1. Opening;
2. Electing the General Meeting bodies;
3. Decision on the amendment of the company’s Articles of Association;
4. Discussion regarding the annual report of the Company and Subfund 1 for 2021, 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 for 2021;
5. Approving the ordinary financial statements of the Company and Subfund 1 for 2021;
6. Decision on the settlement of the Company’s and Subfund 1’s profit/loss for 2021;
7. Appointment of the Company’s and Subfunds’ auditor for 2022;
8. 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 **16 June 2022**, 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. Decision on the amendment of the Company's Articles of Association

Draft resolution: „The General Meeting decides to amend the Company's Articles of Association to the effect that the existing text of the Articles of Association is revoked and is replaced by the complete wording of the Company's Articles of Association which were presented by the Board to the General Meeting, i.e. in the wording published on the Company's website for a period of 30 days before the date of the General Meeting.”

Reasoning: The decision to amend the Articles of Association falls within the powers of the General Meeting according to the Section 421(2)(a) of the BCA. The Board makes a proposal to the General Meeting to decide to adopt the complete wording of the Articles of Association in the proposed wording which was published on the Company's website at: <https://www.redsidefunds.com/cs/fondy/nova-green-energy?tab=informace-pro-klienty> in section “Mandatory information” for the period of 30 days before the date of the General Meeting.

Reasons for the amendments of the Articles of Association is mainly the currently ongoing restructuring of the Company and Subfunds called “side-pocket”, described in more detail on the Company's website at: <https://www.redsidefunds.com/en/fondy/nova-green-energy?tab=informace-pro-klienty> in section „NOVA Green Energy – „Side-pocket“.

The change in the articles of association will primarily mean:

- change in Article 6.6., as detailed description of types of investment shares issued for Subfunds will be left for the Subfunds' Statutes;
- removal of unnecessary Article 22 related to creation of subfunds with specific designation, the Company will continue to create subfunds in accordance with valid legislation;
- change in Article 28 with the aim to specify more the liquidation procedure of subfunds;
- change in Article 29.2., as detailed description of calculation of current value of investment shares will be left for the Subfunds' Statutes.

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

4. Discussion regarding the annual report of the Company and Subfund 1 for 2021, 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 for 2021

Statement of the Board:

“The Board presents to the shareholders the annual report of the Company and Subfund 1 for 2021, 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 Subfund 1 for 2021.”

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.

5. Approving the ordinary financial statements of the Company and Subfund 1 for 2021

Draft resolution (1):

„The General Meeting approves the Company's ordinary financial statements for 2021.“

Draft resolution (2):

“The General Meeting approves Subfund 1's ordinary financial statements for 2021.”

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 Subfund 1 for 2021. 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 4 above.

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

6. Decision on the settlement of the Company's and Subfund 1's profit for 2021

Draft resolution (1):

„The General Meeting notes that Company's economic result for 2021 is 0,-Kč.”

Draft resolution (2):

“The General Meeting decides that the Subfund 1's accounting profit for 2021 in the amount of EUR 4,482,444.12 will be transferred to the account of retained earnings of previous years.”

Reasoning:

In accordance with the Section 421 par. 2) h) of the BCA, the decision on the settlement of the economic result (i.e. the distribution of profit or reimbursement of loss) is within the powers of the General Meeting. The Board proposes to the General Meeting to decide on the settlement of the Subfund 1's profit for 2021 in the amount of EUR 4,482,444.12 so that this profit will be transferred to 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 2022

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 2022 for the accounting period from 1 January 2022 to 31 December 2022.”

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 2022 for the accounting period from 1 January 2022 to 31 December 2022.”

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 2022 for the accounting period from 1 January 2022 to 31 December 2022.”

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. Závěr

Subfund 2, newly established in this year of 2022, do not have financial statements yet.

In accordance with the Section 406 of the BCA, the Board of the Company publishes the invitation to the ordinary General Meeting on the website of the Company and the manager 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. A signature on the written power of attorney must be notarized.

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 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, 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 Subfund 1 for 2021, containing:
 - Ordinary financial statements of the Company and Subfund 1 for 2021;
 - Report of the Company's Board on business activities and the state of assets of the Company and the Subfund for 2021;
- Proposal of the amendment of the Articles of Association – new complete wording of the Company's Articles of Association; and

Should you have any questions regarding the General Meeting, please contact Ms Lucie Mackova, Tel. +420 737 518 062, e-mail: lmackova@redsidefunds.com

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



Rudolf Vřešťál

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