

Minutes of the decision of the sole member of the board of directors

of NOVA Green Energy, SICAV, a.s. (hereinafter the „**Company**“), which establishes the subfund NOVA Green Energy – subfund 1 (hereinafter the „**Subfund 1**“)

Date: 29 July 2022

Time: 14:00

The sole member of the board of directors of REDSIDE investiční společnost, a.s. (hereinafter the „**Member of the Board of Directors**“ or „**REDSIDE**“), who is represented during the performance of its office by Rudolf Vřešťál, as the authorised representative of the sole member of the board of directors acting independently, has passed the following decision:

Decision to suspend the issue and redemption of investment shares by the Company to the Subfund 1

REDSIDE as the sole Member of the Board of Directors and the Company's (Subfund 1's) manager **hereby decides** in accordance with Section 134 et seq. of Act No. 240/2013 Coll., on investment companies and investment funds, as amended (hereinafter the "ICIFA") and in accordance with the Company's and the Subfund 1's statute to suspend the issue and redemption of investment shares by the Company to the Subfund 1 (hereinafter the "Investment Shares") due to Subfund 1's entry into liquidation in relation to realization of Company's transformation called "Side-pocket".

1. Reason for suspension of the issue and redemption of the Investment Shares

The Member of the Board of Directors has already taken all steps during the current suspension of the issue and redemption of the Investment Shares, aiming at realization of notified intention called "Side-pocket", i.e., the period was used for:

- Preparation of the financial statement of Subfund 1 in accordance with IFRS standards and preparation of Company's and Subfund 1's annual report for year 2021 verified by auditor PricewaterhouseCoopers Audit, s.r.o. on 29 April 2022, which is published on Company's website;
- Valuation of Subfund 1's assets and debts from its investment activities at real value by independent expert institute AP Appraisal, s.r.o.;
- Completion of Subfund 2's statute, decision on the establishment of Subfund 2, which received the authorization to operate on 28 March 2022 and was subsequently entered into the Czech National Bank registry under NID 75163268;
- Setting up the operational functioning of Subfund 2;
- Conclusion of a depositary agreement with Unicredit Bank Czech Republic and Slovakia, a.s. on 21 April 2022, effective from 1 May 2022;
- Commencement of complex refinancing of Subfund 1's portfolio of Slovak photovoltaic power plans in the context of approval of so-called repowering (extension of support with a surcharge) in Slovakia in cooperation with Tatra banka a.s, on 12 May 2022;
- Transfer of "healthy" assets from Subfund 1 to Subfund 2 and subsequent issue of Subfund 2's investment shares and their purchase by Subfund 1, which was commenced during June and July 2022.

The Member of the Board of Directors and Subfund 1's manager decided, in compliance with the notified intention called "Side-pocket", on Subfund 1's dissolution with entry into liquidation with effect from 1 August 2022 analogously to Section 375(a) of the ICIFA. Thus, Subfund 1 will subsequently cease its investment activities and gradually transfer its assets to Subfund 2, after duly consideration of the risks.

During the liquidation of Subfund 1, advances for the liquidation balance will be paid to holders of the Investment Shares in "in kind" form, i.e. non-monetary form – in the form of investment shares of Subfund 2.

After the Subfund 1's entry into liquidation, the administrator will draw up an extraordinary financial statement of the fund in accordance with Section 434 of the ICIFA and Section 17 of Act No. 563/1991 Coll., on accounting, as amended. The Member of the Board of Directors will decide, based on the financial statement, on partial payment of liquidation balance in the form of investment shares of Subfund 2.

The "Side-pocket" transformation is described in more detail in presentation and documents, which are available on Company's website in section "Information for clients/NOVA Green Energy – "Side-pocket".

2. Time from which the issue and redemption of the Investment Shares will be suspended

The Member of the Board of Directors hereby decides that the suspension of the issue and redemption of the Investment Shares shall start on **2 August 2022 at 00:00 hrs.**

3. The period of suspension of the issue and redemption of the Investment Shares

The Member of the Board of Directors hereby decides that the issue and redemption of the Investment Shares shall be suspended for the period **of 24 months to 2 August 2024.**

4. The decision whether the suspension also applies to the Investment Shares the issue or redemption of which has been applied for before 2 August 2022 and where the counter performance for redemption or issue of such Investment Shares has not yet been paid

The Member of the Board of Directors hereby decides that the suspension **also applies to the Investment Shares** the issue or redemption of which has been applied for **before 2 August 2022** and where the counter performance for redemption or issue of such Investment Shares has not yet been paid.

5. The decision regarding the procedure to be applied after renewal of the issue and redemption of the Investment Shares – whether it will be the procedure laid down in Section 139(1)(a) or in Section 139(1)(b) of the ICIFA

The Member of the Board of Directors hereby decides that the procedure that will be applied after renewal of the issue and redemption of the Investment Shares will be the procedure laid down in **Section 139(1)(b) of the ICIFA**, i.e. that the applications for issue or redemption of the Investments Shares in respect of which the counter performance for redemption or issue has not been paid **will be disregarded.**

In Prague on 29 July 2022



Rudolf Vřešťál

Authorised representative of the sole member of the board of directors of **NOVA Green Energy, SICAV, a.s.**