

INVESTMENT MEMORANDUM

DATED 25 NOVEMBER 2024

ENERGY BLOCKS

in relation to the

PWR03 Bond Offering

issued by

ABLX Finance B.V.

(incorporated with limited liability under the laws of The Netherlands)

Fixed 6.50 per cent. Open Bonds Issue for a maximum amount of EUR 3,750,000 due 1 April 2027

Initial Offer Price: 100.00 %

Attention! This investment falls outside AFM supervision. No prospectus required for this activity.



ABLX Finance B.V.

(Dutch Business Registration Number 69714304)

(Incorporated in The Netherlands with its statutory seat in Amsterdam)

€ 3,750,000

Senior Unsecured Open Bond Issue

Under this Issuance (the **"Issue"** or the **"Bonds Issue"**), ABLX Holding B.V. (the **"Company"**) shall, acting under its tradename Energyblocks and through its subsidiary ABLX Finance B.V. (the **"Issuer"**), issue bonds (the **"Bonds"**), guaranteed by the parent of the Company, Catena Group B.V. (the **"Guarantor"**), as more fully defined herein, on the Initial Issue Date and from time to time thereafter on a Tap Issue Date (where the series of Bonds is referred to as the **"Series of Bonds"**).

This investment memorandum (the **"Investment Memorandum"**) has been prepared for the purpose of giving information with regard to the Issuer, Guarantor, Company and controlled entities (the **"Group"**), and the Bonds which is necessary to enable prospective investors to make an informed assessment of the assets and liabilities, financial position and profit and losses of the Issuer.

This Investment Memorandum is to be read in conjunction with all the documents which are incorporated herein by reference.

The mission of the Group, acting under the trade name 'Energyblocks', is to realize a transition towards the use of clean energy sources and CO2 reduction for a sustainable environment. The Group intends to deliver on this mission by owning, investing in, operating and maintaining grid-connected renewable energy assets, carbon removal and other climate impact assets. The Issuer's primary activities are financing the activities of the Group by means of issuing external debt in relation to the Group's activities. The parent of the Group is Catena Group B.V. (**"Catena"**). Catena provides a guarantee to the Issuer vis-à-vis the obligations of the Issuer in connection with the Bonds (the **"Guarantee"**), in which context Catena shall be referred to as Guarantor.

This Investment Memorandum does not constitute an offer of, or an invitation to subscribe for or purchase, any Bonds and should not be considered as a recommendation by the Issuer that any recipient of the Investment Memorandum should subscribe for or purchase the Bonds. Each recipient of this Investment Memorandum shall be deemed to have made its own investigation and appraisal of the condition (financial or otherwise) of the Issuer and the Bonds. The Bonds are solely offered in the Netherlands and not marketed in any other jurisdiction.

The distribution of this Investment Memorandum and the offering of the Bonds in certain jurisdictions are restricted by law. Persons into whose possession this Investment Memorandum comes are required by the Issuer to inform themselves about and to observe any such restrictions. The Bonds have not been and will not be registered under the United States Securities Act of 1933, as amended (the **"Securities Act"**). Subject to certain exceptions, the Bonds may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act (**"Regulation S"**)).

No person is authorized to give any information or to make any representation not contained in this Investment Memorandum and any information or representation not so contained must not be relied upon as having been authorized by or on behalf of the Issuer. Neither the delivery of this Investment Memorandum nor any trade made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer, the Company and the Group since the date hereof or that there has been no adverse change in the financial position of the Issuer or the Group since the date hereof or that the information contained or incorporated by reference in it or any other information supplied in connection with the Bonds is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

Prospective investors should ensure that they understand the nature of the Bonds and the extent of their exposure to risks and that they consider the suitability of the Bonds as an investment in the light of their own circumstances and financial condition. For a discussion of these risks see Section 3 "Risk Factors" below.

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1. IMPORTANT INFORMATION

General

Prospective investors should only rely on the information contained in this Investment Memorandum and any supplement to this Investment Memorandum. The Issuer does not undertake to update this Investment Memorandum, and therefore prospective investors should not assume that the information in this Investment Memorandum is accurate as at any date other than the date of this Investment Memorandum. Any updates to the Investment Memorandum will be provided by means of a supplement.

Definitions used in this Investment Memorandum shall have the meaning given in Section 13 "*Glossary of Terms*", unless otherwise defined elsewhere in this Information Memorandum.

No person is or has been authorized to give any information or to make any representation other than as contained in this Investment Memorandum. If any information or representation not contained in this Investment Memorandum is given or made, the information or representation must not be relied upon as having been authorized by the Issuer or the Group, or any of their respective affiliates or representatives. The delivery of this Investment Memorandum at any time after the date hereof shall not, under any circumstances, imply that there has been no change in the Group's business or affairs since the date of this Investment Memorandum or that the information set forth in this Investment Memorandum is correct as of any date subsequent the date hereof.

Prospective investors are expressly advised that an investment in the Bonds entails risks and that they should therefore carefully read and review the entire Investment Memorandum. Prospective investors should not just rely on key information or information summarized within this Investment Memorandum. Prospective investors should, in particular, read Section 3 entitled "Risk Factors" when considering an investment in the Bonds. A prospective investor should not invest in the Bonds unless it has the expertise (either alone or with a financial adviser) to evaluate how the Bonds will perform under changing conditions, the resulting effects on the value of the Bonds and the impact this investment will have on the prospective investor's overall investment portfolio. Prospective investors should also consult their tax advisers as to the tax consequences of the purchase, subscription, ownership and disposal of the Bonds.

Prospective investors should consult their own professional advisers before making any investment decision with regard to the Bonds, among other things, to consider such an investment decision in light of their personal circumstances and in order to determine whether or not such prospective investor is eligible to purchase, or subscribe for, the Bonds. In making an investment decision, each investor must rely on their own examination, analysis and enquiry of the Issuer and the terms of the Bonds, including the merits and risks involved.

The content of this Investment Memorandum should not be construed as business, legal or tax advice. This Investment Memorandum should not be considered as a recommendation by any of the Company, the Issuer, any (managing) director, or any of their respective representatives that any recipient of this Investment Memorandum should purchase, or subscribe for, any of the Bonds. None of the issuer, the Company, or any of their respective representatives is making any representation to any prospective investor regarding the legality of an investment in the Bonds by such prospective investor under the laws and regulations applicable to such prospective investor. Each investor should consult with their own advisors as to the legal, tax, business, financial and related aspects of a purchase of the Bonds.

No representation or warranty, express or implied, is made or given, and no responsibility is accepted, by, or on behalf of, the Issuer, the Company or any of its affiliates or representatives, or their respective directors, officers or employees or any other person, as to the accuracy, fairness, reasonableness or completeness of the information or opinions contained in this Investment Memorandum, or incorporated by reference in it, and nothing in this Investment Memorandum, or incorporated by reference in it, is, or shall be relied upon as, a promise or representation in this respect by the Issuer, the Company or any of its affiliates or representatives, or their respective directors, officers or employees or any other person, whether as to the past or future. Neither the Issuer, the Company nor any of its affiliates or representatives, or their respective directors, officers or employees or any other person in any of their respective capacities in connection with the Issue, accepts any responsibility whatsoever for the accuracy, fairness, completeness or reasonableness of the contents of this Investment Memorandum or for

any other statements made or purported to be made by either itself, or on its behalf, in connection with the Issuer, the Company, the Issue, or the Bonds. Accordingly, the Issuer, the Company and its affiliates or representatives, or their respective directors, officers or employees or any other person, disclaim, to the fullest extent permitted by applicable laws and regulations, all and any liability, whether arising in tort or contract or which they might otherwise be found to have in respect of this Investment Memorandum and any such statement.

The Issuer is acting exclusively in alignment with the Group's objectives and no one else in connection with the Issue. The Issuer, the Company, or the Group will not regard any other person (whether or not a recipient of this Investment Memorandum) as its client in relation to the Issue and will not be responsible to anyone for providing the protections afforded to its clients or for giving advice in relation to the Issue, or any transaction or arrangement referred to in this Investment Memorandum.

The distribution of this Investment Memorandum, any related materials and any offer, acceptance, delivery, transfer, exercise, purchase of, subscription for, or trade in, the Bonds may be restricted by law in jurisdictions and therefore persons into whose possession this Investment Memorandum comes should inform themselves and observe any restrictions. Neither this Investment Memorandum nor any advertisement may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with applicable laws and regulations. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This Investment Memorandum may not be used for, or in connection with, and does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to acquire the Bonds in any jurisdiction in which such an offer or solicitation is unlawful or would result in the Issuer becoming subject to public company reporting obligations outside the Netherlands. Persons in possession of this Investment Memorandum are required to inform themselves about and to observe any such restrictions. No action has been taken or will be taken in any jurisdiction by the Issuer that would permit a public offering of the Bonds, or the possession, circulation or distribution of this Investment Memorandum or any other material relating to the Issuer or the Bonds, in any jurisdiction where action for that purpose is required. None of the Issuer, the Company, Group and the management board accepts any responsibility for any violation by any person, whether or not such person is a prospective investor in the Bonds, of any of these restrictions.

Each person receiving this Investment Memorandum acknowledges that: (i) it has relied only on the information contained in this Investment Memorandum; and (ii) no person has been authorized to give any information or to make any representation concerning the Company, the issuer, or its subsidiaries or the Bonds (other than as contained in this Investment Memorandum) and, if given or made, any such other information or representation should not be relied upon as having been authorized by the Issuer.

The Bonds have not been and will not be registered under U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered, sold, pledges or otherwise transferred except pursuant to an exemption form, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws. Subject to certain exceptions, the Bonds may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")).

Responsibility statement

The Issuer confirms that, as far as the Issuer is aware, (i) this Investment Memorandum contains all information with respect to the Company, the Issuer and the Group taken as a whole and with respect to the Bonds which is material in the context of the issuance of the Bonds, including all information which, according to the particular nature of the Company, the Issuer, the Group and the Bonds is necessary to enable prospective investors and their investment advisers to make an informed assessment of the assets and liabilities, financial position, profits and losses, and prospects of the Issuer and of any rights attaching to the Bonds; (ii) the statements contained in this Investment Memorandum relating to the Issuer, the Company, the Group and the Bonds are in every material respect true and accurate and not misleading; (iii) there are no other facts in relation to the Issuer, the Company or the Group, the omission of which would, in the context of the issuance of the Bonds, make any statement in this Investment Memorandum or this Investment Memorandum as a whole misleading in any material respect; and (iv) reasonable enquiries have been made by the Issuer to ascertain such facts and to verify the accuracy of all such information and statements contained herein.

The Company is a wholly owned direct subsidiary of Catena (Catena Group B.V.). Certain affiliates of Catena may in the future engage in corporate finance and investment and project development management and transaction services for the Issuer and its affiliates in the ordinary course of business. In addition, in the ordinary course of their business activities, certain affiliates of Catena may make or hold a certain array of investments and trade or invest in debt and equity securities and financial instruments for their own account. Such investments and securities activities may involve securities and/or instruments of the Issuer or Issuer's affiliates. Such affiliates may also have made or in the future make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments.

Forward-looking statements

This Investment Memorandum may include forward-looking statements. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's control and all of which are based on the Company's current beliefs and expectations about future events. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as "aim", "annualized", "anticipate", "assume", "believe", "continue", "could", "estimate", "expect", "goal", "hope", "intend", "may", "objective", "plan", "position", "potential", "predict", "project", "risk", "seek", "should", "target", "will" or "would" or the highlights or the negatives thereof, other variations thereon or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Investment Memorandum and include statements that reflect the Issuer's intentions, beliefs or current expectations and projections about the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. In particular, the statements under the headings "*Summary*", "*Risk Factors*", "*Use of Proceeds*", "*Description of the Company*" and "*Business*" regarding the Company's strategy, targets, expectations, objectives, future plans and other future events or prospects are forward-looking statements.

These forward-looking statements and other statements contained in this Investment Memorandum regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing the Company. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward-looking statements. Important factors that could cause the Company's actual results to vary include, but are not limited to:

- the pace at which the energy transition takes place;
- the Group's ability to invest in and build a pan-European portfolio of clean energy producing infrastructure;
- the actions and resources of current or future competitors in the markets in which the Group operates;
- political and regulatory developments in the markets in which the Group operates;
- the Group's ability to develop and maintain stable and reliable operating and distribution systems;
- other factors referenced in this Investment Memorandum.

Forward-looking statements in this Investment Memorandum speak only as of the date of this Investment Memorandum. Except as required by applicable laws and regulations, the Company expressly disclaims any obligation or undertaking to update or revise the forward-looking statements contained in this Investment Memorandum to reflect any change in its expectations or any change in events, conditions or circumstances on which such statements are based.

Market and industry data

This Investment Memorandum may contain references to the data, statistical information and studies of third parties. The Issuer has copied this information and, as far as the Issuer is aware and was able to derive it from the information published in the respective studies, has not withheld any facts that would make the information reproduced incorrect or misleading. However, prospective investors should carefully consider this information. Studies are often based on information and assumptions, that may not be accurate or appropriate, and their methodology is inherently forward-looking and speculative. Prospective investors should note, that some of the Issuer estimates are based on such studies. The Issuer has not separately reviewed the figures, market data and other information, on which the third parties cited have based their studies and therefore assumes no responsibility or guarantee for the accuracy of the information contained in this Investment Memorandum from third party studies.

Tokenized Securities

The Bonds are represented by as a digital twin by means of a fungible token. Tokens are a representation of digital assets issued using a blockchain infrastructure. Considering the Bonds qualify as ‘transferable securities’ under article 4 (44) of Directive 2014/65/EU (“**MiFID II**”), the typical securities laws from the issuer and investor’s jurisdictions generally apply. The global reach provided by the internet and the blockchain enables the potential of global compliance, during the issuance and during the lifecycle of these financial instruments.

Know Your Customer/ Anti-Money Laundering

The Group uses third party software for identity verification. Identities are verified but are kept private. Via the KYC software application users go through a KYC procedure to verify their identities. After verifying the identity, users are allowed to purchase tokenized securities from the Issuer privately on-chain. Investors should note that for the Group, and the Issuer, in order to comply to applicable law and regulations certain investor information is required to be disclosed and known to the Issuer and the Group.

The investor should also note that the Issuer is not subject to the Dutch Financial Supervision Act (*Wet op financieel toezicht, Wft*, “**DFSA**”) or the Dutch Money Laundering and Terrorism Financing Prevention Act (*Wet ter voorkoming van witwassen financieren van terrorisme, Wwft*, “**Dutch AML Act**”).

Issuance

The Bonds are minted as (fungible) security tokens. A fungible token is a non-unique token, much like a currency where one euro can be interchanged with another euro like for like, like in a currency system, or a cryptocurrency where one bitcoin can be interchanged with another bitcoin like for like in a cryptocurrency system. The digital Bonds are hashed to the blockchain where registration of ownership takes place. There are no other digital or paper representations of the Bonds other than those registered in the blockchain.

The Bonds are a representative of single bonds or debentures in a bond issue. Holders of a Bond (the “**Bondholders**”) will pay in and subsequently will be paid out in the Reference Currency, being the euro.

The blockchain that is used to register the security tokens is Fantom. Fantom is a high-performance blockchain solution offering scalability and speed. Fantom enables the Company to mint and issue tokens with higher transaction speed at lower cost, while Fantom also strives to operate carbon neutral with high energy efficiency.

After the Issuance, the digital Bonds are stored in the wallet of the Issuer and become procurable. Bonds that have been purchased by the investor will be transferred to the designated blockchain address in the wallet of the investor.

Investors interested in purchasing the Bonds connect their wallet to the Group’s investor relations pages on (my.energyblocks.nl) where they can purchase the Bonds.

Custody

The tokens, as a digital representation of the Bonds, are technically stored in the blockchain. The private key to the Bonds are stored in the investor’s wallet. The wallet allows investors to transact directly with the Issuers within the Group and peer-to-peer with other investors holding wallets. These wallets are typically self-custodial wallets and puts the investor in control of their own holdings instead of relying on a third party (a custodian) as in traditional capital markets. Investors may also make use of hosted, or custodial wallets operated by a custodian on behalf of the investor which have integrated their services with the token operating and offering software of the Group.

The Issuer will accept any wallet upon the condition that the wallet holder has been verified in a KYC process that has been verified and accepted by the Issuer. If the prospective investor has not already adhered to KYC procedures, the investor must do so upon creating an account with Energyblocks. This however will not eliminate the requirement of the investor obtaining a soft wallet for connecting with the Group’s Launch Pad in order to purchase the Bonds (available at my.energyblocks.nl). The investor should be aware that such a wallet is required for making purchases and that obtaining such a wallet requires KYC procedures in itself from the providers of such wallets. The Issuer will not provide self-custodial wallets. The Issuer however, may provide investors with a blockchain address which is linked to the investor’s account with the Issuer if the investor has no wallet of its own.

Security

The technical foundation of tokens in the blockchain provide assurance of cryptographic security. However, the digital Bonds are not invulnerable of any security risks. With proper safeguards tokens are just as safe as any digital security stored with a depositary or custodian as is customary in the traditional securities markets, or custodial wallets in case of tokenized securities.

A private key is an alphanumeric code used in cryptography, similar to a password. Private keys are used to authorize transactions and prove ownership of a tokenized asset stored in the blockchain. A private key is an integral part of the tokenized asset, and its encrypted properties help to protect an investor from theft and unauthorized access to their assets.

In case of an occurrence of hacks, unlawful or unapproved transfers of tokens the Company has the ability to freeze and forcibly retransfer the tokens in question to its lawful owner. With the ability of the Company to handle tokens in certain situations it can add a layer of security over non-custodial wallets so as to mimic a custodial wallet. Extra security can be obtained by using hardware wallets to store the investor's private keys.

Token management

Each investor is responsible for management and safekeeping of their own digital Bonds and private keys. Once the Bonds have been transferred to the wallet of the Investor the Company has, in principle, no means of control over the Bonds.

However, the Issuer may, in order to be able to comply with applicable law and regulations in this regard, the Articles of Association and the terms of service governing the Issuer's securities offering system ("**Terms of Service**") interfere in the transfer or redemption of the Bonds in the following events:

- Withholding of transfers of Bonds (also referred to as a freeze or freezing of Bonds) when a transfer is or has been transacted and is unlawful according to prevailing law or regulation, or is unlawful under the Articles of Association or the Terms of Service.
- Forcing of (re)transfers of Bonds (also referred to as a forced transfer) when a transfer is or has been transacted as a result of a criminal or otherwise unlawful act, such as a theft of (keys to) a wallet, or to Bonds stored in the blockchain.
- Forcing of transfers of Bonds (also referred to as a forced transfer, or a mandatory transfer) in the case of events occurring that trigger (compulsory) redemptions.
- Upon a termination of the Bonds (also referred to as a burn, or burning of tokens representing the Bonds).

Governance

The Issuer will record ownership and subsequent transfers of the Bonds by referencing to the respective blockchain registrations of ownership. All transfers of a Bond (transacted as a transfer of a token from one wallet to another) is registered in the blockchain. Transfers are allowed only if the prospective buyer of the Bonds has completed a KYC process acceptable to the Company. The Company has the ability to freeze and forcibly transfer Bonds if applicable law or regulations are or would be violated if certain transfers of Bonds have or would have occurred.

Presentation of financial and other information

Financial information

This Investment Memorandum contains unaudited financial information of the Issuer and the Company for the year ended 31 December 2023 (the "**Financial Information**"). The Financial Information has been derived from the Financial Statements. The Financial Information nor the Financial Statements have been audited. The Financial Information has been prepared for illustrative purposes only, and, by its nature, is not intended to represent or to be indicative of the future operating results or financial position of the Issuer or the Company.

Rounding and negative amounts

Certain figures in this Investment Memorandum, including financial data, have been rounded. Accordingly, figures shown for the same category presented in different tables may vary slightly, and figures shown as totals in certain tables may not be an exact arithmetic aggregation of the figures which precede them.

In preparing the financial information included in this Investment Memorandum, most numerical figures are presented in thousands of euro. For the convenience of the reader of this Investment Memorandum, certain numerical figures in this Investment Memorandum are rounded to one decimal point. Accordingly, figures shown for the same category presented in

different tables may vary slightly, and figures shown as totals in certain tables may not be an exact arithmetic aggregation of the figures which precede them.

The percentages (as a percentage of revenue or costs and period-on-period percentage changes) presented in the textual financial disclosure in this Investment Memorandum are derived directly from the financial information included elsewhere in this Investment Memorandum. Such percentages may be computed on the numerical figures expressed in thousands of euro, rounded to the nearest hundred. Therefore, such percentages are not calculated on the basis of the financial information in the textual disclosure that has been subjected to rounding adjustments in this Investment Memorandum.

Currency

In this Investment Memorandum, all references to **EUR, euro or €** are references to the single currency introduced at the start of the third stage of European economic and monetary union, and as defined in Section 2 of Council Regulation (EC) No 974/98 of 3 May 1998 on the introduction of the euro, as amended.

Market and industry data

All references to market share, market data, industry statistics and industry forecasts in this Investment Memorandum consist of estimates compiled by analysts, competitors, industry professionals and organizations, of publicly available information or of the Company's own assessment of its markets and sales. Insofar this relates to third party data, the Issuer has copied this information and, as far as the Issuer is aware and was able to derive it from the information published in the respective studies, has not withheld any facts that would make the information reproduced incorrect or misleading. However, prospective investors should carefully consider this information. Studies are often based on information and assumptions, that may not be accurate or appropriate, and their methodology is inherently forward-looking and speculative. Prospective investors should note that some of the Issuer's estimates are based on such studies. The Issuer has not separately reviewed the figures, market data and other information, on which the third parties cited have based their studies and therefore assumes no responsibility or guarantee for the accuracy of the information contained in this Investment Memorandum from third party studies. Certain statements made in this Investment Memorandum are based on the Company or the Issuer's own proprietary information, insights, opinions or estimates, and not to third party or independent sources; these statements contain words such as 'the Company believes' and 'the Issuer expects', and as such do not purport to cite, refer to or summarize any third-party or independent source and should not be so read.

Industry publications and market studies generally state that their information is obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed and that the projections that they contain are based on a number of significant assumptions. Where third-party information has been sourced in this Investment Memorandum, the source of such information has been identified. Although the Company believes that these sources are reliable, the Company does not have access to the information, methodology and other bases for such information and has not independently verified the information. The information in this Investment Memorandum that has been sourced from third parties has been accurately reproduced with reference to these sources in the relevant paragraphs and, as far as the Company is aware and able to ascertain from the information published by that third party, no facts have been omitted that would render the reproduced information provided inaccurate or misleading.

Supplements

If a significant new factor, material mistake or inaccuracy relating to the information included in this Investment Memorandum which is capable of affecting the assessment of the Bonds arises or is noted between the date of this Investment Memorandum and the Initial Issue Date, a supplement to this Investment Memorandum will be published. Such a supplement will not be subject to approval by the AFM in accordance with Article 23 of the Regulation (EU) 2017/1129 ("**Prospectus Regulation**"), but will be filed with the Dutch Authority for the Financial Markets ("**AFM**") in accordance with the relevant provisions under the Exemption Regulation pursuant to the Act on financial supervision (*Vrijstelling Wet op financieel toezicht*, the "**Exemption Regulation**"). The summary shall also be supplemented, if necessary, to take into account the new information included in the supplement.

Statements contained in any such supplement (or contained in any document incorporated by reference in such supplement) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Investment Memorandum or in a document that is incorporated by reference in this Investment Memorandum. Any supplement shall specify which statement is so modified or superseded and shall specify that such statement shall, except as so modified or superseded, no longer constitute a part of this Investment Memorandum.

Offering of the Bonds

Pursuant to article 3(1) of the Prospectus Regulation it is prohibited to offer securities, such as the Bonds, to the public without the prior publication of a prospectus in accordance with the Prospectus Regulation, including in the Netherlands. Considering the Bonds are offered in the Netherlands, the obligation to publish a prospectus generally applies.

In line with article 3(2) of the Prospectus Regulation ((EU) 2017/1129), article 53 of the Exemption Regulation provides for an exemption of this prohibition to offer the Bonds to the public in the Netherlands without a prior publication of a prospectus, provided that (a) the total value of all Bonds offered, together with the value of all other bonds offered by the Issuer and by group companies of the Issuer (i.e. the Group) within the European Economic Area (EEA) within a period of 12 months, amounts to less than EUR 5,000,000 and (b) the Issuer makes publicly available and submits to the AFM a document containing certain information on (the offer of) the Bonds and on the Issuer. The prospective investor should note that the Issuer makes use of this exemption.

No key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Bonds or otherwise making them available to retail investors has been prepared, nor is such a document required.

(Potential) investors should realize that the Bonds are not offered to invest in securities of which the offer falls within the scope of the Prospectus Regulation. This Investment Memorandum is not a prospectus within the meaning of the Prospectus Regulation and is not approved by the AFM or any other competent supervisory authority.

Suitability

The Bonds may not be a suitable investment for all investors. Each potential investor in the Bonds must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- i. have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained or incorporated by reference in this Investment Memorandum;
- ii. have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Bonds and the impact such investment will have on its overall investment portfolio;
- iii. have sufficient financial resources and liquidity to bear all of the risks of an investment in the Bonds, including where the currency of the Bonds is different from the potential investor's currency;
- iv. understand thoroughly the terms of the Bonds and be familiar with the behavior of any relevant indices and financial markets; and
- v. be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Defined terms and language

Certain terms used in this Investment Memorandum are defined in Section 13 "*Glossary of Terms*". This Investment Memorandum is published in English only.

2. SUMMARY

This summary must be read as an introduction to this Investment Memorandum and any decision to invest in the Bonds should be based on a consideration of the Investment Memorandum as a whole, including any information incorporated by reference. The following does not purport to be complete and is taken from, and is qualified by, the remainder of this Investment Memorandum.

Introduction

This summary, when read together with the other parts of the Investment Memorandum, provides key information in order to aid investors when considering whether to invest in such securities as described herein. The investor could lose all or part of the invested capital. Each prospective investor should consult its own advisers as to legal, tax and related aspects of an investment in the Bonds. This Investment Memorandum has not been and will not be approved by the AFM nor by any other authority.

The investor should also note that neither the Issuer, nor the Company is subject to the Dutch Financial Supervision Act or the Dutch Money Laundering and Terrorism Financing Prevention Act.

Key information on the Issuer and the Group

Issuer	The Issuer of the Bonds is ABLX Finance B.V., a private limited liability company, domiciled in Amsterdam, The Netherlands and organized under the laws of The Netherlands. The Issuer Legal Entity Identifier (LEI): 724500M1HAI5BF46BJ31. Registration in the Companies Register: 69714304.
Company	The Company is ABLX Holding B.V., a private limited liability company, domiciled in Amsterdam, The Netherlands and organized under the laws of The Netherlands. Registration in the Companies Register: 88586936.
Guarantor	Parent of the Group and the Guarantor for the Bonds is Catena Group B.V., a private limited liability company, domiciled in Amsterdam, The Netherlands and organized under the laws of The Netherlands. Registration in the Companies Register: 65920937.
Primary activities	The Group's mission is to realize a transition towards the use of clean energy sources and CO2 reduction for a sustainable environment. The Company intends to deliver on this mission by owning, investing in, operating and maintaining grid-connected renewable energy, carbon removal and other climate impact assets. The Issuer's primary activities are financing the activities of the Group by means of issuing external debt in relation to the Group's business and activities. The Issuer has no business operations of its own. The Issuer issued debt securities the proceeds of which are lent-on within the Group to finance the business and the assets of the Group. The Group develops, invests in, and operates renewable energy assets and adjacent infrastructure located in in Europe. The energy produced from these assets are sold in the wholesale energy market. The business of the Group is to own and manage a portfolio of energy producing facilities which are held individually or grouped by different legal entities, or special purpose vehicles (the "SPV", or "SPVs"). Each SPV functions as a single operating entity for one or more assets. All SPVs are consolidated into the asset portfolio. Each SPV contributes to the Group by means of upstreaming net profits. SPVs may be wholly owned or jointly owned.
Key financial information	The Issuer was incorporated on 28 September 2017. The Issuer is no operating company and depends on interest income for the fulfilment of its financial obligations. The Issuer's capitalization is as follows:

For the year ended 31 December

2019	2020	2021	2022	2023
Realized (unaudited)				
(in €)				

Total current debt	15,663	36,405	108,149	27,283	4,386
Total non-current debt (excluding current portion of long-term debt)	-	2,400	250,000	250,000	250,000
Shareholder equity	16,542	12,715	20,450	60,104	76,607
Total capitalization	32,205	51,520	378,599	337,387	330,993

The Guarantor was incorporated on 26 April 2016. The Guarantor is the parent of the Company, and is not an operating company. Its capitalization is as follows:

	For the year ended 31 December				
	2019	2020	2021	2022	2023
	Realized (unaudited) (in €)				
Total current debt	253,128	613,319	709,812	445,163	161,008
Total non-current debt (excluding current portion of long-term debt)	3,951,859	2,400	250,000	250,000	653,934
Shareholder equity	2,109,392	6,112,924	5,658,666	9,713,475	12,780,542
Total capitalization	6,224,379	6,728,643	6,618,478	10,408,638	13,595,484

Separate bond issues	As of date of this Investment Memorandum the Issuer has tokenized bond issues outstanding with a principal amount of EUR 1,250,000 which were initially issued in December 2020 and April 2024 respectively. The Issuer may (continuously) issue new and additional bonds taking into account article 53 of the Exemption Regulation. For further information on the actual outstanding bonds see my.energyblocks.nl .
Further indebtedness	As of date of this Investment Memorandum the Issuer has no other (bilateral) debt outstanding. Asset-based debt will be allocated at the level of the individual asset companies, where each individual asset company may contract senior secured bank debt.
Conflict of interest	No potential conflict of interests exists between the duties of members of the management board of the Issuer and the board or shareholders of the Company and their private interest or other duties.
Key risk specific to the Group	Any investment in the Bonds is associated with risks. Prior to any investment decision, it is important to carefully analyze the risk factors considered relevant to the future development of the Group and therefore the Company, the Issuer and the Bonds. The following is a summary of the key risks that, alone or in combination with other events or circumstances, could have a material adverse effect on the Group's business, financial condition, results of operations or prospects. In making the selection, the Group has considered circumstances such as the probability of the risk materializing on the basis of the current state of affairs, the potential impact which the materialization of the risk could have on the Group's business, financial condition, results of operations, prospects, and subsequently the ability of the Issuer to fulfil its obligations in respect of the Bonds, and the attention that management would, on the basis of current expectations, have to devote to these risks if they were to materialize: • The Group's growth may not be sustainable. The Group's future growth is to a large extent depending on a number of trends and imposing of regulations and policies. A stagnation of these trends or implementation of regulations and policies may have a material adverse effect on the Group's business, results of operations, financial condition and prospects. • The Group's growth depends on the development of the renewable energy markets in Europe and the ability to acquire renewable energy and ancillary facilities. If the availability of viable facilities is lower than anticipated, this will have a material adverse impact on the Group's business, results of operations, financial condition and prospects.

- The Group operates in markets that are highly competitive. This could result in lower margins or in a loss of or slower growth and may thus have a material adverse effect on the Group's business, results of operations, financial condition and prospects.
- The Group is subject to various market specific risks related to the markets it operates in and expects to expand into, and should these risks materialize, they may have an adverse effect on the Group, among other, but not limited to, market pricing mechanisms, price volatility, government subsidies, European and local regulations and competition from alternative (and incumbent) technologies.
- The performance and earnings position of the Group are to a large extent dependent on the performance of the underlying energy producing facilities. The performance of these facilities depends on meteorological conditions (e.g. period of sunshine, the sun's radiance, season, wind speeds etc.) which vary per location. In addition, performance may be influenced by stoppages such as curtailment or overall technical performance, or calamities at the facilities' sites. These circumstances may have an adverse effect on the Group's business, result of operations, financial conditions and prospects.
- A substantial part of the Company's revenues depends on the development of strategic partnerships. If these partnerships are less successful or change their strategy, this could lead to a lower growth or even the loss of business for the Company and may thus have a material adverse effect on the Company's business, results of operations, financial condition and prospects.
- The Company may be unable to successfully execute its growth strategy of investing in a pan-European network of clean energy infrastructure, which could have a material adverse effect on the Company's business, results of operations, financial conditions and prospects.
- Disruption in the Company's software operating systems may lead to users not being able to use the Company's services, which could have a material adverse effect on the Company's business, results of operations, financial condition and prospects.
- The Company may not be able to secure additional financing in order to secure the continuation of its normal business activities and to implement its growth strategy. Not being able to implement its growth strategy could have a material adverse effect on the business, results of operations, financial condition and prospects.
- The Company has a limited history of operating data and no assurance of future profitability can be given.
- The Company may be required to impair the tangible assets on its balance sheet in the future.

If any of these risks would materialize, this would impact the ability of the Issuer to fulfil its obligations in respect of the Bonds, the Issuer having no business operations of its own. The performance of the Group and its operating assets have a significant influence on the Issuer's debt service capacity vis-à-vis de Bonds. If operating assets underperform, or if insufficient sustainable growth can be realized by the Group, the fulfilment of the Group's subsidiaries of their obligations with respect to the intercompany loans obtained from the Issuer may ultimately affect the Issuer's and the Guarantor's fulfillment of obligations under the terms and conditions of the Bonds.

Key information on the Bonds

Description	A euro denominated Senior Unsecured Bond Issue with a fixed interest rate. All Bonds, meaning both Initial and Additional Bonds mature on 1 April 2027 irrespective of their Issue Date. The Bonds will be governed under Dutch Law.
Conditions	Each Bond will be issued with a nominal value of EUR 100.00 with final maturity date 1 April 2027 and carry a fixed interest rate of 6.50 % per annum. The Bonds interest is payable on a quarterly basis and in arrears, each year on 31 March, 30 June, 30 September and 31 December.
Admission and registry	At the date of issue of the Bonds, the Bonds will not be requested to be admitted to trading on any regulated market, multilateral trading facility, or organized trading facility. The Bonds will be issued in dematerialized form by the Issuer and shall be registered in the blockchain.
Redemption	Subject to any purchase by the Issuer or early redemption of the Bonds, subject to certain put or call option rights and early redemption prices, but no later than the final maturity date being 1 April 2027 (the "Maturity Date").

Status of the Bonds	The Bonds constitute direct general, unconditional and unsecured obligations of the Issuer, and will at all times rank pari passu with all direct, unconditional and unsecured obligations of the Issuer without any preference among them, except those obligations which are mandatorily preferred by law, will at all times rank subordinate to any obligations at the level of the asset companies, from time to time outstanding. The terms of the Bonds will contain a negative pledge provision, excluding permitted security interests. For the avoidance of doubt, the Bonds will be structurally subordinated to any debt provided by banks at the level of the underlying asset holding companies. Each asset operating subsidiary is permitted to provide security interests at its discretion against the individual holding company's assets in connection with contracting bank loans at the level of the individual assets.
Use of Proceeds	The Issuer shall use the net proceeds from the offering of the Bonds, less costs and expenses incurred in connection with the issues of the Bonds, for general and corporate purposes of the Group, including the financing of working capital, operating and capital expenditures, the (re)financing of intercompany loans and external debts and the (re)financing of the Group's operating subsidiaries holding operating assets. The Issuer will have flexibility in applying the net proceeds from the offering and may change the allocation of these proceeds as a result of certain contingencies, provided that at least 75% of the net proceeds will be allocated to the (re)financing of the Group's existing assets, assets under development of asset acquisitions. Each Tap Issue will indicate the allocation of the use of the net proceeds as per a Tap Issue Addendum. Bondholders will have no direct influence on decisions regarding the application of the net proceeds from the offering. The net proceeds will be borrowed from the Issuer, intercompany within the Group, by several of the Company's direct and indirect subsidiaries and affiliated companies. Each such intercompany loan is unsecured and subordinate to any senior secured or asset-based debt at that subsidiary and carries an interest mark-up over the coupon of the Bonds which is the minimum reference rate for the loans. Loan tenors may vary with the specific financing purpose of the intercompany loans.
Application of Net Proceeds	The Issuer will have flexibility in applying the net proceeds from the offering and may change the allocation of these proceeds as a result of certain contingencies. Bondholders will have no direct influence on decisions regarding the application of the net proceeds from the offering.
Security for the Bonds	The Bonds will be unsecured. The assets of the underlying asset companies are pledged to the bank providing senior secured debt to finance those assets at the level of the asset company. As a consequence, the Bonds are de facto structurally subordinated to existing and future senior secured debt at the level of the asset operating company, if any. However, Catena, as Guarantor, shall provide financial backing to the Issuer for the fulfilment of obligations arising from the issuance of the Bonds by means of a Guarantee.
Guarantee	The Guarantor undertakes to maintain a positive net worth and to maintain sufficient liquidity in the Issuer for the servicing of the obligation arising from the Bonds. The Guarantee constitutes an irrevocable and unconditional guarantee from the Guarantor vis-à-vis the Issuer.
Covenants	The terms and conditions contain a number of covenants which restrict the ability of the Issuer, including, inter alia: • Restrictions on making any substantial change to the nature of the business if this has a material adverse effect; • A negative pledge, restricting the granting of security by the Issuer to secure (other) financial Indebtedness except for permitted security interests.
Permitted security interests	Permitted security interests are any security interests that • arises by operation of law; • is created for the sole purpose of refinancing all of the Bonds; or • is granted in securing indebtedness in the ordinary course of business such as overdrafts.
Other financing arrangements	The Group retains the right to raise without any (prior) consent (bank) funding on or more instances on an at arm's length basis to (re)finance the fixed assets of its material subsidiaries. In connection therewith the asset operating subsidiary may create security interests, such as a right of pledge or

mortgage on the fixed assets or the shares of its material subsidiaries, to the benefit of parties that (re)finance the fixed assets of its material subsidiaries.

Events of default

The terms of the Bonds contain, amongst others, the following events of default:

- the Issuer fails to perform or observe any of its payment obligations under the Bonds and such failure continues for a period of 30 business days after the Issuer having been notified of the failure;
- the Issuer has taken any corporate action or any steps have been taken or legal proceedings have been instituted against it for its entering into (preliminary) suspension of payments, or for bankruptcy;
- the Issuer fails to observe the law and this has been established in a court decision that is no longer subject to appeal, if this failure to observe the law and/or this judgment has material consequences for the business activities and/ or (financial) position of the Issuer.

Ratings

The Bonds and the Issuer have no credit rating and the Issuer has no future plans to apply for a credit rating for the Bonds, the Issuer or other group companies.

The Company received a qualifying sustainability rating of “ab” from Rfu, with a positive outlook for further improvement of the sustainability rating (see also Section 12 “*General Information*”).

Key risk specific to the Bonds

An investment in the Bonds involves certain risks associated with the characteristics, specification and type of the Bonds which could lead to substantial or total losses the Bondholders would have to bear in the case of selling their Bonds or with regard to receiving interest payments and repayment of principal. Those risks include and comprise, inter alia, the following:

- The Issuer is a financing company with no material, direct business operations. The principal assets of the Issuer are intercompany loans it directly holds in the Company’s operating subsidiaries. As a result, the Issuer is dependent on these loans and associated payments from these subsidiaries to generate the funds necessary to meet its financial obligations, including the payment of interest.
- the Bonds are financial instruments and may not be a suitable investment for all investors.
- The Issuer is a financing company with no material, direct business operations. The principal assets of the Issuer are intercompany loans to the Company’s subsidiaries. As a result, the Issuer is dependent on loans and other payments from these subsidiaries to generate the funds necessary to meet its financial obligations, including the payment of interest.
- the claims of Bondholders are structurally subordinated to the claims of senior secured debt at the level of the asset operating companies, if any.
- no assurance can be given that the price of the Bonds may not fall as a result of changes in the current credit spread and/or interest rates in the capital markets (market interest rate), as the market interest rate fluctuates.
- the Bonds are long-dated securities and the Issuer is under no obligation to redeem or repurchase the Bonds before the Maturity Date. Bondholders have no right to call for the redemption of the Bonds (unless in the case of a Change of Ownership) and the Bonds will only become due and payable in the interim in certain circumstances relating to payment default and a liquidation of the Issuer, or early repayment options.
- the Bonds may be redeemed at the option of the Issuer, in case of a minimum outstanding principal amount or following a Tax Event, or Accounting Event, or when the Issuer opts for an early redemption, and such redemption rights may affect the market value of the Bonds.
- The Bonds have limited tradability and certain transfer restrictions. The Bonds are not listed to trading on a regulated market, multilateral trading facility or organized trading facility which may affect liquidity and tradability for the Bonds. The Bonds may not be sold at a desirable moment, and such trading restrictions may affect the value of the Bonds.
- The Bonds are issued, offered and serviced through the Company’s investor relations pages my.energyblocks.nl. Disruption in the offering system, which is integrated with the investor pages, or in the system’s interaction with third-party software and service providers may lead to investors not being able to use the Company’s services. Failures in the software could lead to incorrect pricing or incorrect payment of interest and may result in bad investor experience. Disruptions and failures in the software could have a material adverse effect on the Company’s business, results of operations, financial condition and reputation.

Key information on the offering of the Bonds

Bond offering	As the total value of all Bonds offered, together with the value of all bonds offered by the Issuer and group companies of the Issuer within the European Economic Area within a period of 12 months, amounts to less than EUR 5,000,000 and as the Issuer has made publicly available and has submitted to the AFM the AFM Information Document that meets the requirements set forth in article 53 of the Exemption Regulation, the Bonds may be offered to the public in the Netherlands without publication of a prospectus within the meaning of the Prospectus Regulation.
Subscription	Purchases of the offer is only possible on the Issuer's Launch Pad, after the Bonds have become procurable and for the duration any of the Bonds offered in an issue are available. Issuer may refuse investors, amend the number of bonds issued, or extend or shorten the subscription period at its discretion. The purchasing process takes place through the Launch Pad my.energyblocks.nl . The minimum investment amount is EUR 5,000.00, or 50 Bonds for each issue a Series of Bonds.
Investor account	Investors can purchase bonds directly in the Company's investor relations pages. Investors will be required to set up an account with the Company. Investors are validated with a passport or an ID for admission into the systems of the Company. Payments will be conducted directly from Issuer to investors in their bank accounts.
Transaction fees	The Issuer will pay all transaction fees for blockchain transactions for the primary issue. When selling or purchasing the Bonds, investors pay transaction fees related to engaging in transactions on the blockchain. When Bonds are purchased from or offered for repurchase or redemption to the Issuer, the Issuer may settle the transaction fee in the price for the Bonds.
Transfer restrictions	The Bonds are freely transferable but potential investors in the Bonds are required to comply to certain qualifying requirements as detailed, as amended or renewed from time to time, in the Company's Terms of Service, among other the completion of KYC procedures when setting up an account with the Company. Bondholders may be subject to purchase and transfer restrictions with regard to the Bonds, as applicable, under local law to which a bondholder may be subject. Each Bondholder must ensure compliance with such restrictions at its own cost and expense.
Bond servicing	The Issuer will service the bonds and make payments directly to the Bondholders. All payments with respect to the Bonds made by or on behalf of the Issuer will be made without deduction of any current or future taxes, levies, assessments, or government-imposed charges of whichever nature, unless such deduction of taxes is required by law.

3. RISK FACTORS

Before investing in the Bonds, prospective investors should consider carefully the risks and uncertainties described below, together with the other information contained in this Prospectus. The occurrence of any of the events or circumstances described in these risk factors, individually or together with other circumstances, may have a significant negative impact on the Group's business, financial condition, results of operations and prospects. The price of the Bonds could decline and the Company may be unable to meet its payment obligations under the Bonds, and an investor might lose part or all of its investment upon the occurrence of any such event.

All of these risk factors and events are contingencies which may or may not occur. While the risk factors below have been divided into categories, some risk factors could belong in more than one category and prospective investors should carefully consider all of the risk factors set out in this section.

The risk factors are based on assumptions that could turn out to be incorrect. Furthermore, although management and the Company believes that the risks and uncertainties described below are the material risks and uncertainties concerning the Group's business and industry, and the Bonds, they are not the only risks and uncertainties relating to the Group, the Issuer and the Bonds. Other risks, events, facts or circumstances not presently known to the Group, or that the Group currently deems to be immaterial could, individually or cumulatively, prove to be important and may have a significant negative impact on the Group's business, financial condition, results of operations and prospects.

Prospective investors should carefully read and review the entire Investment Memorandum and should form their own views before making an investment decision with respect to any Bonds. Furthermore, before making an investment decision with respect to any Bonds, prospective investors should consult their own professional adviser and carefully review the risks associated with an investment in the Bonds and consider such an investment decision in light of their personal circumstances.

As used herein, references to the Group refer to the Company as well as to its businesses that are held as consolidated subsidiaries and equity-method non-consolidated subsidiaries, associated companies and joint ventures, as the context requires.

FACTORS THAT MAY AFFECT THE ISSUER'S AND GUARANTOR'S ABILITY TO SATISFY THEIR OBLIGATIONS UNDER THE BONDS AND THE GUARANTEE, AS APPLICABLE

Risk Factors Related to the Group's Business and the Industry in which it Operates

The Group is subject to market risks, including risk that the markets in which the Group operates, or seeks to operate, may not develop in a sufficient speed

The Group is subject to various market specific risks related to the markets it operates in and expects to expand into, and should these risks materialize, they may have an adverse effect on the Group. The market outlooks for renewable energy, carbon removal and the bioeconomy have been steadily increasing over time, driven by a clear need for carbon removal to reduce the climate effects from the industry. Significant investment decisions have been made by the relevant industries. However, as government subsidies are part of the business case in Europe, delayed investments in key market developments may pose a risk to the Group. Furthermore, markets risks materializing in respect of slow ramp-up of clean infrastructure projects in the global market, reduced or delayed tax increases, and/or uncertainty in respect of availability of supplier base, supplier capacity and logistics challenges in new market conditions may have a negative impact on the Group's operations and development.

The political and regulatory environment in the Group's key markets is important to drive maturation, scale and widen the application faster than what would be possible without government support for sustainable solutions. Stronger investment incentives and climate targets are expected to add momentum to the industry, and should regulatory incentives no longer be available or be reduced, such change(s) may have an adverse effect on development of the market in which the Group operates, which in turn may have an adverse effect on the Group's ability to expand its operations and ultimately on the Group's financial position and results. The speed of the transition into a low-carbon economy will also affect the realization of sustainable projects and governmental support and environmental regulation is a key factor that will influence the speed of this transition.

In order for clean energy projects to remain a competitive alternative, it is necessary to further reduce costs, including the cost of technological alternatives. Should the Group fail to successfully implement strategies for cost reduction in its projects, or if the industry as a whole fails to reduce costs in favor of other alternatives, such failure may have a materially adverse effect on the Group's ability to be competitive or to develop a portfolio of viable and profitable projects, which in turn could have a material adverse effect on its financial results and position.

The carbon credit market, adjacent to the renewable energy market, is developing but quite unstable. This increases volatility and thus market risks for companies engaging in carbon trading, or for projects that are heavily depending on carbon credit prices. Geopolitical issues and regulatory changes have exacerbated this volatility. The pricing mechanisms in these markets will have a significant impact on the development of such projects and should the market remain unstable and volatile, this could have an adverse effect on the Group's ability to successfully develop and expand its operations with a portfolio of adjacent industry assets, which in turn may negatively influence the Group's operations and financial results.

Many factors may affect the viability of certain sustainable infrastructure, technology and the demand for such products and solutions. All of these risks could have a significantly adverse effect on the assets, financial and earnings position of the Group. The Group assesses the probability of risk as low due to the diversification strategy across different asset categories and jurisdictions. If the above risk occurs, the impact on the Group's operations and financial results would be low.

The Group is subject to significant competition

The Group operates in highly competitive markets. A growing number of companies are seeking to develop and originate energy projects, driven by the growth of the total addressable market for such projects and the increased level of interest from investors in environmental, social and governance ("ESG") focused ventures. With regard to the development, acquisition or divestment of renewable energy projects, there is a large number of competitors, ranging from small- and medium sized developers with a profile similar to that of the Group, to large state-owned utilities. Also, with regard to the sale of electricity and certificates at market prices, the Group is faced with intense competition from other power generators and operators of renewable energy plants. In addition to developers, independent power producers, unregulated utility affiliates, renewable energy companies, and pension and private equity funds, the company also compete with traditional oil and gas companies and incumbent utilities. The company may not be able to enter into or renew long-term contracts for the sale of power produced by our projects at prices and on other terms favorable to us. If the company cannot offer compelling value to its off-takers, then the company's business will not grow at an anticipated pace or at all. Traditional utilities generally have, and certain of the other competitors have, substantially greater financial, technical, operational and other resources than the Group does. In addition, growing corporate and investor support for renewable energy has increased the amount of money being allocated to developers that compete with the Group. Such competitors may be able to build and own energy projects at lower costs than the Group, enabling them to submit bids for PPAs or similar energy purchase agreements at more competitive and appealing terms to potential customers. Traditional utilities could also offer other value-added products or services that could help them compete even if the cost of electricity these utilities offer is higher than that of the Group.

The competition also increases the demand on the company to remain agile and constantly improve its development and operating activities and cost effectiveness in order to remain competitive. Any failure to do so could lead to an advantage for the Group's competitors which would negatively impact the Group.

The Group assesses the probability of risk as medium to low due to the focus of the Group on specific jurisdictions and specific assets (e.g. particular size, or particular situations). If the above risk occurs, the impact on the Group's operations and financial results would be medium.

Risk Associated with the expansion of the Project Pipeline

While the Group aims to monetize and redistribute part of the ownership of its portfolio of projects in operations, the Group also intends to grow its portfolio by means of asset management. The Group will grow and shape its portfolio by developing, acquiring, selling and operating more projects. The Group's future success largely depends on its ability to expand its project pipeline. The risks and uncertainties associated with the Group's ability to expand its project pipeline include:

- failure to execute the Group's expansion plan effectively,
- the need to raise significant additional funds to develop or purchase energy producing and other ancillary projects,
- the need to raise significant acceptance for the manner in which the Group redistributes and monetizes the assets,
- the lack in sufficient availability of economically viable projects, or the lack of sufficient projects on offer at economically viable prices,

The risks and uncertainties associated with the Groups ability to expand its pipeline in case of own development activities include:

- delays and cost overruns as a result of a number of factors, many of which are beyond the Group's control, including delays in regulatory approvals of e.g. construction or grid-connections,

- delays or denial of required regulatory approvals by relevant government authorities.

Acquisition or development of a project is always based on an economic calculation which involves certain assumptions, such as the development of market interest, feed-in-tariff, the electricity price or the price of the so called green certificates, carbon credits, or the price for technical equipment and components. If these assumptions should prove to be incorrect or if certain factors develop differently to what was planned, this would have an adverse effect on the profitability of the project.

During the evaluation of a project, provision is made for the realization of legal, economic and technical due diligence, whereby - at least to some extent - external advisors will be used. The Group cannot rule out that during such due diligence something will be incorrectly identified or falsely assessed or that other errors may occur during the due diligence. For example, technical risks concerning the grid connection may not be identified or permit requirements may be overlooked. Under certain circumstances, errors in the due diligence process can have a significantly adverse effect on the realization of a project, may lead to significant extra time requirements and/or additional costs or may lead to the commenced realization of the project being cancelled. There is no guarantee of the appropriate recourse in the case of an error on the part of an external advisor.

Moreover, the competition for attractive projects has become stronger with the growing number of market participants. As such, there is a risk that the Group will not find suitable projects on offer (e.g. on economic grounds) or any projects at all (no availability).

All of these factors could have a material adverse effect on the Group's business, results of operations or prospects. The Group assesses the probability of risk as medium. If the above risk occurs, the impact on the Group's operations and financial results would be low to medium, heavily depending on the amount of projects the factors outlined above may influence.

Development of new projects and acquisition of new projects

The Group is dependent upon the successful development of new projects, which requires the availability of suitable sites for the projects. To ensure a successful project development, the project sites need to satisfy a number of criteria, including but not limited to (i) favorable (wind or irradiation) conditions, (ii) availability of grid connection possibilities and capacity, (iii) favorable regulatory environment (iv) ability to obtain access to land and (v) required building permits. In parallel with the (general) expansion of renewable energy in some of the Group's key markets, or increasing restrictive legislations in such markets, potential development sites are becoming more difficult to find and/or more expensive to acquire or to secure. Also, conflicts with other public/political agendas are seen such as construction of renewable energy projects in areas where conservation of fauna and wildlife is also highly prioritized. This can adversely affect the Group's ability to successfully develop new projects and expand its business, which could have a negative impact on the Issuer's business and results of operations.

In addition to the development of new projects, the Group may acquire (in whole or in part) projects at different stages of their development or may acquire completed and commissioned projects. Accordingly, the Issuer is exposed to the risk that suitable projects are not available at reasonable prices. The acquisition of projects developed by third parties also carry the risk that the projects have hidden deficiencies (such as missing securities, unrealistic production prognoses or hidden liabilities). These deficiencies might not have been disclosed to the Issuer in a buyer's due diligence and might not be covered by any warranties/indemnities given by the seller. The timing of the acquisition of a project may not allow for a due diligence process that covers all detailed aspects of the project, which may increase the risk of hidden deficiencies. As a result, the Group's project acquisitions may prove less profitable than expected or even result in a loss, which could have a negative impact on the Issuer's business and results of operations.

The Group assesses the probability of risk as medium. If the above risk occurs, the impact on the Group's operations and financial results would be low to medium, heavily depending on the number of projects the factors outlined above may influence.

Divestment of Projects

The Group's business concept includes the total or partial divestment of projects. There are a number of risks, which can impede the successful divestment of projects by the Group and thus adversely affect the Group's cash flow and ability to reinvest in new projects and to seize new business opportunities. The demand for renewable energy projects may decrease due to, e.g., the general economic situation or to country-specific market developments, such as uncertainties with regards to the continuity of feed-in tariff schemes. The changes in the subsidy-regimes could impact the profitability of the projects negatively, and thereby lead to further decrease in the demand for renewable energy projects. Such decrease in demand can affect both the market value of and the availability of divestment opportunities for the Group's projects. Finding creditworthy and reliable buyers can prove to be time and cost consuming. As a consequence, the divestment of projects can become more difficult and less profitable for the Group. In the framework of the divestment of a project, the Group may accept to give certain guarantees

regarding the project to the buyer that may not be fully covered by any back-to-back arrangements with the suppliers. Such guarantees, which may include fulfilment of permits or meeting project specific criteria for receiving subsidies, can force the Group to allocate human and financial resources to the project after its divestment and potentially lead to direct payment obligations. Part of the revenues resulting from a divestment may be held back by the buyer or held in escrow until the fulfilment of certain conditions subsequent. This can force the Group to allocate resources to the project after its divestment and the Group may not be able to receive the entirety of the revenues, e.g., in a case where the Group is exposed to a credit risk on the buyer. Based on earn-out mechanisms, if any, in the sales contract, the revenues resulting from a divestment may be dependent on the productivity of the projects after their divestment and be lower than expected. Furthermore, in some instances a part of the consideration that the Group receives for a project is deferred (including earn-out payments). Should the buyer of the project not be able to pay the deferred consideration when it becomes due, this would have a negative impact on the Issuer's results of operations.

The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low to medium, heavily depending on the number of projects the factors outlined above may influence.

Risk Associated with the Valuation of Projects

The Group is using for valuation of the SPVs and its property the so-called Discounted Cash Flow ("DCF") method and available market multiples. The Company's valuation methodology is based on IPEV Guidelines. In the financial statements this value is higher than the book value of the assets or the cost for development and construction of that asset.

There is a risk that the assumptions and foundations of the valuation will prove to be too favorable or false and that impairment in the balance of the Company will be necessary. Impairment of this kind would harm or burden the balance sheet as well as the results of the Group. This could, considering the circumstances, lead to less advantageous conditions during the refinancing or external financing. All the mentioned circumstances could have a negative impact on the Group's financial situation, status and results.

The Group assesses the probability of this risk as medium. If the above risk occurs, the impact on the Group's operations and financial results would be low to medium.

Risk of Financing Future Projects and Growth of the Group

Most projects, including the Group's current assets, require financing for development and construction with a mixture of equity and (external) funding. The cost of capital affects both the demand and price of power systems. High cost of capital may materially reduce the internal rate of return for such power projects.

The strategy of the Group is aimed at the further expansion of its portfolio. This initially presupposes that the Group will make corresponding investments which will be provided to a given SPV as equity and/or as a shareholder loan. The business model of the Group in connection with the financing strategy for further investments envisages that a significant part of the capital used for the acquisition (and realization of the projects for the completion of projects in such cases) can be replaced with external financing, whereby the resulting free capital or the capital returning to the Group can be used or reinvested for further projects.

Similarly, the redistribution of the equity ownership of projects in operation envisages that part of the capital used in the acquisition (or development in such cases) can be replaced with capital from third parties, whereby the resulting free capital returning to the Group can be used to or reinvested for further projects.

In light of the uncertainty in the global credit and lending environment, the Group cannot make assurances that financial institutions will continue to offer funding at reasonable costs. An increase in interest rates or a decrease in advance rates or funding of capital within the global financial market could make it difficult to fund projects and potentially reduce the demand for such projects and/or reduce the average selling prices, which may adversely affect the Group's business, financial condition and results of operations. There is also no guarantee that the Group will be sufficiently successful at acquiring the external financing at the required amount under acceptable conditions and for the desired period in order to realize the intended multiple use of its capital and thereby to be able to meet its yield expectations and to fulfil the financing and growth strategy in the given market, which would have an adverse effect on the commercial development of the Group and would constrain the growth of the Group.

All of the aforementioned circumstances would have a significantly adverse influence on the Group's financial situation, status and results. The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low to medium.

Interest Rate Risk

The Group's exposure to interest rate risk primarily relates to interest expense under the Group's bank borrowings by the operating subsidiaries which are long-term. The Group tries to achieve the biggest possible share of external financing when financing its assets. Interest expenditure of the Group is usually calculated according to the fixed rate associated with the debt. In certain cases however the interest expenditure may be calculated according to current market interest. In this case there is a risk that the financing cash flow will - in relation to the interest expenditure that is to be paid and because of disadvantageous changes of the market interest - fluctuate. To handle the interest in such cases the Group may use interest rate swaps. However, the Group may not be able to completely hedge against interest fluctuations due to the tenor of the bank financing and the fixed interest exposure due to changes in repayments. Bonds issued bear fixed interest rate risk and therefore are not subject to interest rate risk. In addition, increasing market interest rate can - in the case of a big share of borrowed capital - profoundly influence the net value of the assets. In case of a sale there is a risk that it will not be possible to sell the power plants for the intended price due to the buyer's diminished ability to obtain a higher loan. This would also have a negative impact on the financial liquidity of the assets, status and results of the Group.

The Group assesses the probability of risk as medium. If the above risk occurs, the impact on the Group's operations and financial results would be low to medium.

Risk of External Financing

External financing may be realized through a number of financing institutions. Given the potential concentration of the debt financing, a certain dependency on such financing institutions exists, which could, for example mean that the refinancing of individual projects is not possible. Loan agreements between the SPVs and the financing banks may also allow for obligations and constraints for the Group, and some special conditions, the breach of which can lead to an increase in the interest rate, the levying of certain fees or restrictions to cash redistributions or dividend payments.

In general such loan agreements require the maintenance of a certain equity levels and a certain debt servicing coverage ratio, or the maintenance of certain reserves for maintenance and debt service. External financing provides for financial covenants that could materially affect, directly or indirectly, the Company's situation. In case any of the SPVs breaches any of the covenants, the bank would announce this fact to the Company giving it an opportunity to explain / question the calculation and argue on one-off costs or other extraordinary investments that can affect the covenants. In case the Company does not comply with the covenants, it has a right to remedy the situation by providing additional equity, not repaying dividends, exercising early repayment by usage of available liquidity from the bank accounts or restructuring of the debt financing. In case the Company cannot cure such situation, the SPV would be in default. As of the Date of the Investment Memorandum no such announcements by any of the banks was made.

All of the aforementioned circumstances would have a significantly adverse influence on the Group's financial situation, status and results. The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low to low to medium.

Risk of Energy Market and Industry Conditions

The Group's business is affected by conditions in the energy market and industry. The market and industry may from time to time experience oversupply. When this occurs, many power project developers, system installers and product distributors may be adversely affected. The renewable energy markets are maturing but are still at a relatively early stage of development and future demand for such projects, products and services is uncertain. Market data for the renewable energy industry is not as readily available as for more established industries, where trends are more reliably assessed from data gathered over a longer period of time. Many factors may affect the viability of renewable energy technology and the demand for such products and solutions, including:

- the cost-effectiveness, performance and reliability of renewable products and services, including the Group's projects and alternative energy technologies in general, compared to conventional and other energy sources and products and services,
- the availability of government subsidies and incentives to support the development of such industries and the general reliance on regulation and government policies for the functioning of the energy markets,
- fluctuations in economic and market conditions that affect the viability of conventional and renewable energy sources, such as increases or decreases in the prices of oil, gas and other fossil fuels,

- the state and degree of congestion on the national and regional energy grids and implementation of curtailment measures to balance those grids, reducing renewable energy output onto that grid in situations of oversupply,
- capital expenditures by market participants, which tend to decrease when the economy slows, and
- the availability of favorable regulations for renewable power solutions within the electric power industry and the broader energy industry.

If renewable energy technology is not or no longer suitable for widespread adoption or if sufficient demand for such products and services does not develop or takes longer to develop than the Group anticipates, its revenues may suffer and the Group may be unable to sustain its profitability. Other methods of energy generation could exert a high degree of competitive pressure on generally accepted renewable energy technologies such as photovoltaic or wind energy, for example if they prove themselves to be more economical due to technical advances or if they receive stronger regulatory support on the basis of political considerations. This could affect the further growth of the market and could also lead to a fall in the demand for energy from such technologies. Competition with conventional energy sources, which could generate electricity at cost-competitive level, could also affect the demand and prices for renewable electricity. A reduction in the market price for conventional energy sources could also make energy generation in renewable power plants seem less economically attractive and lead to a fall in demand for electricity made using such technologies. This could lead to significant pricing pressure and reduce the market's sales volumes.

All of the aforementioned factors could have a material adverse effect on the Group's business, results of operations or prospects. The Group assesses the probability of risk as medium. If the above risk occurs, the impact on the Group's operations and financial results would be low due to the increase in cost-effectiveness and reliability of alternative energy technologies and the general support, even target setting, from government to transition to alternative energy technologies.

Risk of Electricity Prices

In the countries where the Group operates or intends to operate, the market is influenced by national, state and local government regulations and policies concerning the electric utility industry, as well as policies disseminated by electric utilities. These regulations and policies often relate to electricity pricing. It is the strategy of the Group to mainly integrate those plants in its portfolio that are supported by the state. In these cases there is the risk of falling income from the project due to falling prices for electricity as set by those regulations, by means of feed-in-tariffs, which may change or may be limited in time due to changes in existing regulations and policies. In the worst scenario, there could be low or no positive operational cash flow generated which in turn would lead to a situation where there can be no payouts to the Group. The Group does not actively manage the portfolio revenues from its power plants using electricity market hedging instruments.

All of the aforementioned risks could have a significantly adverse effect on the assets, financial and earnings position of the Group. The Group assesses the probability of risk as medium. If the above risk occurs, the impact on the Group's operations and financial results would be low and is strongly depending on the pricing mechanisms of each of the countries the Group is or becomes active in.

The Group is exposed to volatility in commodity and energy prices

The Group's financial performance is sensitive to the Group's ability to manage exposure to volatile commodity and energy markets. Electricity prices are influenced by commodity prices, such as gas prices. Although the Group routinely enters into long-term contracts to protect its commercial position, or benefits from guaranteed feed-in tariffs, significant price changes could have a material adverse effect on its operations and/or financial position, in particular in the merchant tail of the projects' business life cycle, i.e. after guaranteed tariffs or PPA contracts have ended. The volatility in prices, which is compounded by unstable demand and supply may expose the Group to financial losses. In the Group's business activities, returns on direct asset investments may be enhanced by providing capacity and power ancillary services and trading activities; a reduction in the value of these flexibility markets, generating ancillary income, could impact revenues and margins.

Commodity and therefore energy price movements can materially affect profit and loss through the impact on both revenue from asset production sales and the valuation of the long-term asset portfolio valuation. Earnings may be impacted by price fluctuations and outage risk. Price fluctuations may have a negative impact on the business if, for example, the expected output has been sold in advance at a certain price and then needs to be bought back at a different price when there is an outage. Adverse market conditions may also require increased margin cash requirements, potentially resulting in financial losses.

Commodity prices fluctuate based on many factors, most notably supply and demand in local and global markets as well as operational, technological, political (such as the Russia/Ukraine crisis and the conflict in Gaza), social and economic factors, and actions by major commodity-producing countries. Seasonal variations and, in the short-to-medium term, uncertainty of the

economic conditions, make it difficult to (accurately) forecast future energy demand. Prices of commodities can move independently from each other for long periods. Political factors may also trigger an expectation of or actual disruptions in supplies from those regions affected, which may lead to severe price movements or to changes to the correlations of commodity prices. The external commodity price environment could also impact the Group's longer-term strategy, future dividend payments, and increase the likelihood of the Group's projects and assets being subject to cancellation, postponement or divestment.

All of the aforementioned risks could have a significantly adverse effect on the assets, financial and earnings position of the Group. The Group assesses the probability of risk as medium. If the above risks occur, the impact on the Group's operations and financial results would be medium and is strongly depending on the number of projects the factors outlined above may influence.

Inflation Risk

Feed-in tariffs or prices under PPAs may or may not be subject to inflationary adjustment. When such prices and tariffs are not adjustable, there is consequently a risk that in case of high inflation the running operative costs may increase while the yields will not be adjusted accordingly.

The occurrence of any of this risk can have a negative impact on the financial situation, status and results of the Group and consequently also on the Company. The Group assesses the probability of risk as medium. If the above risk occurs, the impact on the Group's operations and financial results would be low and is strongly depending on the pricing mechanisms of each of the countries the Group is or becomes active in. The Group is largely active in the German energy market and pricing mechanisms are favorable for obtaining market related (inflated) prices while still being able to fall back on the floor provided by the feed-in-tariffs if markets reverse.

Risk of the Company's Dependence on Business Activities of its Subsidiaries

The Group's commercial activities are limited as far as possible to the further development and the active holding and management of its portfolio. The earnings for electricity generation or carbon credits are acquired in SPVs. The economic success of the Group is significantly dependent on its asset and earnings position, on the economic success of its SPVs and on the fact that the SPVs regularly pay the interest and principal payments on shareholder or other intercompany loans or the dividend payments. In the case of the absence of the interest and principal payments for (shareholder) loans and/or the dividend payments from the SPVs, the Group's asset, financial and earnings position can worsen significantly. In particular, the lack of profit pooling contracts between the Company on the one hand and its SPVs on the other hand means that there is no contractual security to ensure that the profits made in the SPVs will be distributed to and pooled by the Company or directed towards the Issuer. If interest and principal repayment does not occur between the SPVs and the Issuer, the Issuer's ability to fulfil its obligations towards the Bonds will worsen. The decisions on dividend payouts to the Company are made solely at the management meetings of the SPVs, in which the Company may not in all cases have the necessary majority. Additionally, there is also no guarantee that the SPVs will continue to achieve such surpluses in the future. There is also the fact that the distribution/payout to the Company is also limited and can also be limited in the future by the fact that part of the SPV earnings must be paid into reserve funds for future maintenance or repair costs, while in the case of surpluses, (special) settlement must first be made on external loans and interest payments and moreover any dividend payments may only be made with the agreement of the participating banks. If the interest payments and/or dividend payments cease or are delayed, this would have a significant adverse effect on the Group's asset, financial and earnings position.

The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low as certain agreements have been made with the financing banks for the payments dividends. Intercompany loans will be tailored to the debt service capacity of the SPV taking into account the debt service obligations concerning bank debt.

Meteorological Risk, Loss of Revenue, and Risk Associated with Fluctuation of Revenue During a Year

The performance and therefore also the earnings positions of the companies, and in particular the SPVs, in the Group are to a large extent dependent upon meteorological conditions. Certain revenues for a generated kilowatt-hour of energy are admittedly guaranteed on the basis of the state subsidy programs; however, the volume of the generated energy depends on the period of sunshine, the sun's radiance, season or wind speed. The subsidiaries of the Company have used certain historically based assumptions (based on local measurements) in the cash flow planning. It cannot, however, be ruled out that climatic conditions will change in the future and that the predicted weather patterns will not occur or that the prognoses concerning the hours of sunshine or wind speeds will prove to be incorrect. In this case, the electricity generation at the plants will remain

below the expected level and this would have an adverse effect on the liquidity and the asset, financial and earnings position of the respective project companies and therefore on the Group.

Losses of earnings can occur as a result of stoppages at the plants, for example curtailments, the reduction of infeed from projects into the grid and this can also adversely affect the asset, financial and earnings position of the respective project companies and therefore also of the Group.

The earnings from photovoltaic and wind power plants are subject to seasonal fluctuations in the weather. The SPVs in the Group try to adapt their payment obligations, especially their interest and loan repayment obligations, to the incoming payments. It cannot, however, be ruled out that this is not possible in every case and this can have an adverse effect on the asset, financial and earnings position the respective project companies and therefore also ultimately of the Group.

The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low. Each project accounts for the probability of fluctuations in production and therefore revenues due to meteorological risk specific for that location. These probabilities are incorporated in the scenario analysis for these projects. Projects are financed based on a P90 scenario, meaning that the probability of a project exceeding the forecasted average annual production is 90%.

Technical Risk

Only limited empirical data is available with regard to the long-term performance of technology and technical systems. Manufacturers do admittedly usually give performance guarantees for a specific period of time; however, these usually only guarantee a specific percentage of the total operating lifetime (for example 80% after 20 years). There is a risk that degradation will not occur in a linear fashion, but that the performance will fall to the lowest guaranteed value during the first couple of years, which will result in a significant worsening of the average performance without the guarantee having been breached or any claim being able to be made against the manufacturer. The corresponding reduced revenue generation would result in negative consequences for the asset, financial and earnings position of the Group.

The service life of certain technical components is limited. It is therefore necessary to expect a breakdown or replacement of essential components during the operating period of a power plant. In this case, there is a risk that the corresponding expenses and/or losses of earnings caused by this will not be covered by the guarantees or that the appropriate contractual partners will not be able to fulfil their obligations.

Almost all of the SPVs in the Group's portfolio have reserves held as restrictive cash; these reserves could, however, prove themselves to be insufficient due to unfavorable price development of the components or extremely higher failure rate.

The risks arising from the operation of the facilities are based on specific technology and maintenance. The facilities are exposed to various strains as well as to climatic and environmental influences during their operations. This can result in unplanned maintenance expenses. Moreover, there is a risk that the facilities or parts thereof will not achieve the predicted service life. In a running operation, it is necessary to reckon with technically based losses, such as grid failures. There is also a risk that the facilities can be destroyed in another way, for example as a result of the weather, earthquakes, theft, vandalism or other acts of violence. Downtime due to technical maintenance or for other reasons may lead to losses of earnings which are not covered by any guarantees or insurance.

With regard to existing grid connections, there is always the risk that no remunerated electricity feed will be possible due to irregularities in the general power supply, overcapacity or line bottlenecks and that the affected company in the Group will receive no or only limited compensation.

The occurrence of one or more of these risks could have a significantly adverse effect on the asset, financial and earnings position of the Group. The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low thanks to the quality of technology, maintenance services and calamity procedures.

Technological development of renewable energy production and storage

The technology of renewable energy generation and storage systems advances at a very fast pace. There is a risk that the Group may not be able to keep up-to-date with the technological development and/or to respond in a timely manner to any changes to the technology employed by the Group in its wind parks, Solar PV plants or storage facilities. The rapid technological development could also lead to other technological solutions for generating or storing renewable energy surpassing the solutions currently chosen by the Group with regard to efficiency and costs. Should this occur, it could have a negative impact on the Group's business. In addition, the adoption of newly developed technologies based on the present scientific knowledge

and state-of-the-art engineering involves a risk that the technologies may turn out to be unreliable or otherwise experience unexpected deficiencies in the future, which may impair the productivity of the affected projects. This could have a negative impact on the Group's business and results of operations.

The occurrence of this risk could have a significantly adverse effect on the asset, financial and earnings position of the relevant project SPV and subsequently the Issuer and the Group. The Group assesses the probability of risk as medium, but heavily depends on technology. While Solar PV and Wind turbine technology continues to develop today, costs and efficiencies are much farther advanced compared to e.g. storage technology, which is still in its relative infancy, thus carrying higher risk of factors occurring as described above. The Group actively seeks to mitigate risk and impact of potential near-future obsolesces associated with lesser matured technology. If the above risk occurs, the impact on the Group's operations and financial results would be deemed low as the Group seeks to renew and update its portfolio on an ongoing basis while the amount of fairly matured technology in the Group's portfolio and shall be balanced accordingly.

Risk of Natural Disasters

The Group's business could be materially and adversely affected by natural disasters or other catastrophes, such as earthquakes, fire, floods, hail, windstorms, severe weather conditions, environmental accidents, power loss, communication failures, explosions, and similar events. As a result, the Group's facilities could be damaged, and the Group may have to temporarily suspend part or all of its facilities. Furthermore, authorities may impose restrictions on transportation and implement other preventive measures in affected regions to deal with the catastrophe or emergency, which may lead to the temporary closure of the Group's facilities and declining economic activity at large. Moreover, if a natural disaster occurs that results in damage of facilities within the Group, the Group's ability to fulfil its liabilities may be considerably impaired, particularly if the given damage is not covered by insurance, and therefore do not receive the relevant insurance benefits.

All of the aforementioned circumstances would have a significantly adverse influence on the Group's financial situation, status and results. The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results is considered low due to the intended geographic diversification of the Group's business.

Risk Associated with Insurance of Group's Property

The Group has taken out insurance in respect of most of its assets. However, the Group cannot guarantee that cost incurred as a result of any natural disasters or other unforeseeable events (such as fire, flood, deluge, windstorm, hailstorm, etc.) would not have an adverse effect on its assets and/or economic and financial situation, as the Group's insurance does not fully cover any and all risks associated with owned assets.

There is the risk that the existing insurance coverage - especially in view of the business operating of the affiliated companies of the company - is not sufficient. In particular, there is the risk that failures and losses arise exceeding the extent of the existing insurance coverage. In addition to this, there is the risk that there is no adequate insurance coverage available for certain risks, or at least not available under proper conditions. If a loss should be inflicted on the companies of the Group - a loss against which there is no or only inadequate insurance coverage - it can have an adverse effect on the financial situation, status and results.

The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low. The Group has – so far – been able to successfully manage calamities in an orderly and swift manner reducing cost incurred and damages as a result thereof.

Risk of an Insufficient Risk Management System of the Group

The Group has a risk management system in place. The controlling of the Group is carried out by subsidiaries of the company. Due to the planned expansion of the portfolio the risk management system including the controlling of the Group have to be, because of exchange of information as well as recording and processing of data of (also as the case may be foreign) daughter companies, continuously enlarged. It cannot be ruled out that this does not happen at all or does not happen timely which means information possibly relevant for dealing with the risk is not at all, not completely or not fast enough made public. It can then happen that - despite the existence of risk monitoring systems - great risks for the affiliated companies will be discovered too late or not at all. In addition it cannot be ruled out that already known risks will be miscalculated. There is the risk that the risk management system including controlling of the Group prove to be as partially or completely insufficient or that they will fail and that consequently risks within the business activity of the Group will materialize or that they will not be discovered soon enough or that it all could result in development and decisions misleading in a business and administrative way. The occurrence of one or more of these risks could have a negative impact on the financial situation, status and results of the Group.

The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low. The Group has monitoring systems active at the level of the assets measuring daily productivity and performance. Any discrepancies in the energy system's production will be noticed forthwith.

The Group relies heavily on information technology, communications systems and internal controls and there is a risk that these do not function properly

The Group relies heavily on its operational processes, communication and information systems and internal controls to conduct its business (see also *Risks related to the Group's operating systems*), including (without limitation) systems to determine the value of projects, and accordingly the acquisition price and pricing of its offerings, the acceptable level of risk exposure to its facilities and to maintain accurate records, high-quality customer services and compliance with applicable rules and regulations. Defects and errors in the Group's systems and procedures, including both human and technical errors, could result in insufficient or inaccurate information, delays in the (re)distribution of assets or the loss of redistribution assets. In worst case scenarios, such products - such as the Bonds - can become (temporarily) inaccessible or may be lost due to faltering and improperly functioning information and communications technology systems, such as the Group's token management software, or disruptions to the blockchain infrastructure for registry of the Bonds.

The Group is also exposed to cybercrime risks, for example, login credentials of investors, intermediaries and personnel may be intercepted by cyber criminals. This could lead to abuse of information, theft of the products and harm the Group's reputation. Any interruptions, failures or breaches in security of these processes and systems could also result in a loss of customers and/or materially adversely affect the Group's ability to compete with competitors.

Admittedly, the Issuer has certain control measures in place such as the ability to freeze transfers, recover and (re)transfer the Bonds to their rightful owners, and inherently to blockchain infrastructure there is safety in cryptographic security, however it cannot be ruled out that severe disruptions may take place, and the occurrence of any of the foregoing events could harm the Group's reputation and could have a material adverse effect on the Group's business, revenues, results and financial condition and prospects.

The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low to medium.

Risk of Loss of Key Personnel

Successful implementation of commercial strategy and business objectives, as well as the associated success of the Group largely depend on expertise, experience, and contacts of the management and key personnel. Key personnel of the Group is involved in creating and implementing the Group's key strategies. Their activities are crucial for the overall management of the Group and its ability to introduce and execute such strategies. The Group believes it is able to attract, retain and motivate these individuals - in spite of strong demand after qualified personnel. However, the Group cannot guarantee it would be able to attract, retain and motivate such key personnel going forward. There is a risk that the departure of such key personnel would impair dynamics of the business development and/or cause loss of important know-how.

In addition, there are also further qualified expert personnel, especially in the technical area, in the subsidiaries, with which the Group cooperates almost exclusively within the framework of its commercial activities. If individuals occupying key positions or individuals with certain know-how or service providers from the Group should leave the company in question, this could also have an adverse effect on the Group's business activities and its assets, financial and earnings position. If these companies in the Group are no longer able to recruit qualified experts and personnel under reasonable conditions and at the necessary extent in the future, this could also affect the competitiveness of the Group and constrain its company growth. This could also have an adverse effect on the asset, financial and earnings position of the Group.

Moreover, the Group success depends, to a significant extend, on the ability to contract service providers within the framework of commercial activities. The Group thus relies on those service providers to recruit and retain qualified technical personnel which is vital to the Group's success. There is a substantial competition for qualified technical personnel, and there can be no assurance that the contracted service providers will be able to attract or retrain sufficient qualified technical personnel. If the Group is unable to, directly or indirectly, retain qualified employees, the Group's business may be materially and adversely affected.

The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low. The Group outsources management of the assets to large extent to trusted partners and certain suppliers creating a flexible work force making the Group less dependent on employees.

Risk Associated with the Construction of Power Plants and other Projects

The Group will be active as the owner and operator of power plants, electricity storage facilities and carbon removal projects. In principle the Group will acquire such projects from other market participants. In certain case the Group may acquire rights to build a project, so called ready-to-build projects. The construction work will then typically be rendered by engineering, procurement and construction (“EPC”) contractors. Such contract will typically purchase the equipment and build the project under a guarantee to cover completion risks, cost overrun and other cost due to delays. The manufacturer's guarantees pertaining to the components, especially the product and service guarantees will usually be transferred to the owner of the power plant, i.e. the appropriate SPV. There is a risk that defects in the power plants and/or in the components used during the installation will only arise after the expiry of the guarantee period or the guarantee itself and that no guarantee claims will therefore be able to be validly made of the given contractual partner. Moreover, it cannot be ruled out that the claim recipient will not be willing or will not be in a position to comply with the guarantee claim which can lead to costly and time consuming legal disputes under certain circumstances. In the case of the insolvency of the claim recipient, any eventual guarantee claims will come up empty based on insolvency. Even in the case of a manufacturer's guarantee, there is a risk that the guarantee may not be able to be implemented due to the manufacturer's insolvency or for any other legal and/or practical reasons (for example against a foreign group).

The same generally applies with regard to the installation and development of the projects which are already included in the Company's portfolio, because the seller did not issue any or sufficient guarantees pertaining to them during the acquisition of the shares or the options to the shares by the SPV.

The installation of power plants is also associated with the risk that, despite careful planning and advance payments, the connection to the electricity distribution grid will not succeed or will be delayed. The error may occur during the project development or later during the technical implementation. In this case, there is a risk that any claims for compensation of damages made against the given contractual partner who made the error will not be enforceable or will not be able to be enforced in full.

The occurrence of one or more of the aforementioned risks could have an adverse effect on the asset, financial and earnings position of the Group. Proven the Group's track record, the Group assesses the probability of risk as medium. If the above risk occurs, the impact on the Group's operations and financial results would be low. The Group carefully plans the advancement of its development projects and assesses the risks carefully in each stage. Partnering further mitigates risks by sharing certain risks and outsourcing other risks.

Risk Arising From Any Delay or Cancellation of Project Implementation

The commercial activities of the Group include the operation of power plants, carbon removal facilities and the sale of electricity and carbon credits and the provision of ancillary services. In case of the purchase of development rights rather than a turnkey or operational project, the realization of can be delayed and the project may come online later than planned. For example, there can be line bottlenecks or outages in the necessary sections, a stoppage at a supplier's, weather-based delays during assembly or delays based on Acts of God. In these cases, there is the risk that for example, the power plant may be connected to the power grid late and that this will lead to a loss of earnings. Moreover, there is the risk that certain deadlines which are relevant from the point of state subsidies will be missed and that the state subsidies will be reduced or withdrawn as a consequence. In the case of the abandonment of a project, some advance payments may be lost under certain circumstances.

All of the aforementioned risks could have a material adverse effect in the asset, financial and earnings position of the Group. The Group assesses the probability of risk as medium. If the above risk occurs, the impact on the Group's operations and financial results would be low. The Group carefully assesses the risks and feasibility of a project in each stage of the development process and has hard criteria to be met before proceeding to a new stage and increasing commitments for further development.

Risks related to the Group's operating systems

Disruption in the Group's operating systems may lead to investors not being able to use the Group's services, which could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

The Group's business and growth thereof depends on the availability and stability of its operating systems for the financing of the business. The operating system consists of back and front-end software systems that are necessary for the issuance and the offering of the Bonds. Any failure of these systems may lead to investors not being able to buy or access the Bonds. Disruption in the communication could be caused by factors outside the control of the Group, such as disruptions with communications carriers and disruptions in local communications networks. Disruption and downtime in the front-end software, such as the apps and websites and the back-end software could also lead to investors not being able to use the system or make payments through the Group's operating system. Any disruptions could lead to loss of business and in bad customer experience, and a reduction in the fees the Group receives for its payment services and as a result, deterioration of

the Group's reputation. Any downtime of the Group's systems and communication to these systems could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low to medium.

The Group's services must seamlessly interact with a variety of third-party software platforms and technologies. If the Group is unable to ensure that its services interoperate with such third-party software platforms and technologies, this could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

In order to service investors, the Group is dependent on the ability of its systems to interact with a variety of software platforms and technologies of suppliers via, amongst others, so-called application programming. The Group continuously needs to modify and enhance its systems, to adapt to changes made by these third-party software platforms to the application programming interfaces (APIs). Any changes in these platforms and technologies or the provided APIs could degrade the functionality of the Group's services and any failure of the Group to operate effectively with changes to these platforms and technologies or the provided APIs, may impose additional costs or requirements on the Group and could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low.

Failures in the Group's operating system may lead to incorrect payments which could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

Failures in the Group's software could lead to incorrect prices and incorrect payment determination and therefore an incorrect payment, made by a user for transactions on the system, or by the Issuer for the payment of interest and returns. Any of these failures could lead to a bad customer experience and even to certain compensation payments being made by the Group which could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low to medium.

The Group's operating system may be compromised, or its services may be affected as the result of cyber-attacks or other events, which could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

The Group's operating systems may be vulnerable to physical and electronic breaches, computer viruses and other attacks by cybercriminals, internet fraudsters, employees or others, which could lead to, amongst other things, a leakage of customers' data, damage related to incursions or destruction of documents. The Group may not be able to pass on all or any risks to a third-party software provider. Furthermore, any real or perceived privacy breaches or improper use of, disclosure of, or access to user's data could harm the Group's reputation as a trusted brand in the handling and protection of this data and as a payment provider in general and this may further have a material adverse effect on its business, results and prospects. Starting point for security measures however lie in the inherent protection of cryptology in registration of the Bonds and its ownership in a blockchain.

The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low to medium.

Risk Factors Associated with the Legal and Regulatory Environment

Risk of Dependence on support of renewable energy in various countries and dependence on existing and future framework conditions and State managed subsidy programs for renewables

The Group is an operator of power plants facilities and as such it is dependent on the economic development of the renewable energy market. The rapid growth in this market in recent years has been largely based on regulatory framework conditions and subsidies in various countries. Still, in a variety of countries, the renewable technologies employed would not yet be competitive without state subsidy programs especially in comparison with the use of conventional energy sources (e.g. nuclear power, coal and natural gas). Therefore, the commercial operations of the Group are influenced by the continuation of the state managed subsidy programs for renewable energy technologies. Moreover, a shift in the state managed subsidy programs for individual (renewable) energy sources will also affect the commercial operations of the Group.

Risks especially arise from new legal regulations which can exercise a significant influence on the demand for electricity generated in the individual countries. For example, in state managed subsidy programs the buyback price is guaranteed for a

fixed period in countries which follow this concept. The rate of remuneration depends on the country or on the valid buyback price as of the moment of the grid connection and according to the permit. The starting dates for the application of any new legal regulations are therefore of special significance. If facilities from the Group's projects are subject to extraordinary delays which make the grid connection possible only after such a starting date, whereby the facility's profitability was originally calculated on the basis of the previously valid buyback price, this can adversely affect the profitability of the facility in question and which could result in the dividends/payments to the Group being lower than planned or even non-existent. Moreover, it cannot be ruled out that the low income from electricity production will no longer suffice to cover the ongoing costs, in particular the financing costs, so that the Group could be forced to make up the resulting difference or to sell off the facility at a price below the acquisition price.

The buyback price and the subsidies for facilities which are already connected to the grid are fundamentally unaffected by new regulations. However, changes can come into effect at very short notice without any ongoing protection for investments which have already been made and are not subject of protection of bilateral investment treaties. It is possible that the state managed subsidies for renewable energy in general or for energy projects specifically in all markets will be reviewed in the courts and as such will be regarded as being against the law or reduced or abolished for some other reason. Issued consent could be revoked or the realization of planned legislation aimed at supporting photovoltaic power may not be implemented. In addition, the introduction of changes to the state managed subsidy programs with retroactive effect cannot be fully ruled out.

All of these factors can have a material adverse effect on the liquidity and the assets, financial and earnings position of the Group. The Group assesses the probability of risk as high. If the above risk occurs, the impact on the Group's operations and financial results would be material.

Regulatory Risk

The Group is, or may become, subject to a variety of laws and regulations in the markets where it does business, some of which may conflict with each other and all of which are subject to change. These laws and regulations include energy regulations, exports and import restrictions, tax laws and regulations, emissions and environmental regulations, labor laws and other government requirements, approvals, permits and licenses. For the avoidance of doubt, regulations in this context include financial regulations and the increasing frameworks applicable to tokenized securities and cryptocurrencies, such as Regulation (EU) 2023/1114 on markets in crypto-assets ("**MiCAR**"), which are being developed and are subject to change. There may be an additional risk that the Bonds may be purchased by an investor in a country in which the Issuer may not comply to applicable financial regulation. The Group may also face, whether or not indirectly, trade barriers and trade remedies such as export requirements, tariffs, taxes and other restrictions and expenses, including antidumping and countervailing duty orders, which could increase the prices of assets and make the Group less competitive in some countries.

In the countries where the Group operates, the markets for carbon emissions and trading, energy and electricity is heavily influenced by national, state and local government regulations and policies concerning the electricity utility industry, as well as policies disseminated by electric utilities, and carbon emitting industries. These regulations and policies often relate to emission reductions, electricity pricing and technical interconnection of electricity generation, and could deter further investment in the research and development of alternative energy sources as well as purchases of alternative technology, which could result in a significant reduction in the potential demand for the Group's products, services, and projects.

Changes in applicable laws or regulations, or in the interpretations of these laws and regulations, could result in increased compliance cost or the need for additional capital expenditures. If the Group fails to comply with such requirements, the Group could also be subject to civil or criminal liability and the imposition of fines. Further, national, regional or local regulations and policies could be changed to provide for new rate programs and undermine the economic returns for the Group or its subsidiaries.

Renewable energy production facilities are subject to comprehensive regulation in most countries attractive for the Group. The relative deceleration of the European renewable energy market results from further deliberate regulatory changes. In several European countries, investors' confidence and viability of investments in certain renewable energy producing facilities were significantly affected due to radical reduction of support, retroactive measures, and unplanned changes of the regulatory framework. All these factors have resulted in a significant market slowdown. There is a risk that the regulatory changes may prevent the Group from implementing projects in perspective countries, because such projects would not meet the minimum return on investment criteria. This would have a significant adverse effect on the Group's future financial situation, whereas the required and planned growth of Group's financial strength would not occur.

All of the aforementioned circumstances would have potentially adverse influence on the Group's financial situation, status and results. The Group assesses the probability of risk as medium. If the above risk occurs, the impact on the Group's operations

and financial results would depend on the scope of such measures and the intended geographical diversification of the Group should decrease the impact, deemed moderate, over time.

Risk Associated with Potential Bankruptcy (Insolvency) Proceedings

In case the Company is unable to fulfil its liabilities as they become due, the Group may become subject to bankruptcy (insolvency) proceedings; according to Regulation (EU) 2015/848 of the European Parliament and of the Council of 20 May 2015 on insolvency proceedings, as amended, a court of law of the Member State of the European Union ("**Member State**" for the purpose of this subsection; with the exception of Denmark), within the territory of which the center of the relevant company's main interests (as used in article 3 para 1 of the EU Regulation on Insolvency Proceedings) is situated will have jurisdiction to open insolvency proceedings. The center of main interests is the place where the company conducts the administration of its interests on a regular basis and which is ascertainable by third parties. The determination of the center of the company's main interests is a question of fact that may be viewed differently (even with contradicting conclusions) by courts of individual Member States. In case the Group faces financial difficulties, it is not possible to state with certainty, which legal regulations would govern potential opening of insolvency or similar proceedings, or even anticipate the result thereof. In case insolvency proceedings are opened in the Kingdom of the Netherlands, the Dutch Bankruptcy Act (*Faillissementswet*) would govern the proceedings. Dutch legal regulations for insolvency proceedings vary from the legal regulation of other jurisdiction; this may affect the amount of settlement of any liabilities in the course of insolvency proceedings compared to other jurisdictions. Any liabilities would very likely be settled only partially and with delay from the company's estate in the course of insolvency proceedings.

The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be high.

Risk of Information Leakage (strategy, technology, etc.)

The Company employs individuals, who take part in creating the strategy of the Group, designing new systems, and defining business direction of the Company and the Group as a whole. In case of any disclosure of sensitive information relating to the Company and/or companies within the Group, operations of the Group may be at risk and the existing market position may be lost; this could ultimately result in deteriorating financial results of the Company and companies within the Group.

Due to the Group's reporting undertakings as a result of its distributed asset ownership strategy, there is a risk that any disclosure of financial information relating to the Group may find its way to the larger public and the existing market position may be lost; this could ultimately result in deteriorating financial results of the Company and companies within the Group.

The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low, as the Group manages these projects at the operating level within the Group and sensitive information (e.g. potential development projects) is in principle treated confidential or is not centrally accessible.

Environmental Risk

In environmental matters, the business activity of the Group has to comply with laws, regulations and directives valid in the location of the respective facilities; these laws regulate e.g. emissions in the air, sewages, protection of soil and groundwater as well as health and security of people. Transgressions against these environmental provisions can be pursued according to civil, criminal and public law. Especially temporary provisions could encourage a third party to open a process or - given the circumstances - to demand costly measures to control and remove environmental pollution or to upgrade technical facilities. The properties necessary for renewable energy facilities may be partially owned by the respective SPV. It cannot be ruled out that these are contaminated sites; for removing these, the respective SPV is responsible, regardless of the cause. This could result in liability risks and costs in the context of administrative orders or requirements.

All these circumstances can have a negative impact on the financial situation, status and results of the Group. The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low.

Risks relating to the Issuer or the Guarantor

The Issuer has no material assets or sources of revenue

The Issuer is not an operating company. The principal activity of the Issuer is to finance the business operations of the Group by incurring financial indebtedness (including by issuing the Bonds) and on-lending the proceeds thereof to or for the benefit of members of the Group. The ability of the Issuer to satisfy its obligations in respect of the Bonds is influenced by amounts

payable in respect of certain intercompany loans and support from other members of the Group. Any failure of the other members of the Group may have a material adverse impact on the financial condition of the Issuer and the ability of the Issuer to service its respective obligations under the Bonds.

Any of the risks mentioned above may have a negative impact on the financial situation, status and results of the Issuer. The Group assesses the probability of risk as low. If the above risk occurs, the impact on the Group's operations and financial results would be low to medium.

FACTORS WHICH ARE MATERIAL FOR THE PURPOSE OF ASSESSING THE MARKET RISKS ASSOCIATED WITH THE BONDS

Risks Related to the Nature of the Bonds and their Terms and Conditions

The Issuer is a financing company with no direct cash generating operations and relies on operating subsidiaries to provide itself with funds necessary to meet its financial obligations.

The Issuer is a financing company with no material, direct business operations. The principal assets of the Issuer are intercompany loans to the Company's subsidiaries. As a result, the Issuer is dependent on loans and other payments from these subsidiaries to generate the funds necessary to meet its financial obligations, including the payment of interest. The ability of the Issuer's subsidiaries to make such distributions and other payments depends on their financial and operational performance. As an intercompany creditor to the Company's subsidiaries, the Issuer's right to receive payments will be effectively subordinated to the claims of the subsidiaries' direct creditors. To the extent that the Issuer is recognized as a creditor of subsidiaries, the Issuer's claims may still be subordinated to any to any of their debt or other (lease) obligations that are senior to the Issuer's claims.

Any of the risks mentioned above may have a material adverse effect on the value of the Bonds. The Group assesses the probability of risk as low to medium.

Risk of lacking influence on the management of the Company

Investors who acquire the Bonds will become creditors of the Company. As creditors, they have no right to take part in the management of the Issuer nor Company. Therefore, the investors generally have no opportunity to influence the strategy and the development of the Company and depend on the decisions of the management and shareholders. There is accordingly a risk that faulty business decisions could lead to a situation where the payment of interest or principal on the Bonds could be adversely affected.

Any of the risks mentioned above may have a material adverse effect on the value of the Bonds. The Group assesses the probability of risk as low to medium.

Risk connected with transaction costs

Transaction costs, such as blockchain transaction fees and other costs related to the acquisition or sale of the Bonds can lead to high expenses for Bondholders. These costs can substantially lessen the potential yields of the Bonds. Before purchasing the Bonds, potential investors should therefore inform themselves about the costs that may arise in connection with the purchase or sale of the Bonds.

The Issuer will incur blockchain transaction fees related to its sale or repurchase of the Bonds. However, these costs may be recuperated by the Issuer through adjustment of the price related to the purchase or sale of the Bonds.

Any of the risks mentioned above may have a material adverse effect on the value of the Bonds. The Group assesses the probability of risk as low to medium.

Risk arising from additional debt financing

With the exception of restrictions arising from the Company's obligation not to create or allow the creation of any security of any of its liabilities by means of liens or other similar third party rights, unless permitted (i.e. in case of the financing of the Group's SPVs) or if the Company ensures that its liabilities under the Bonds are secured equally (*pari passu*) or in another manner approved in the form of a resolution of a meeting of Bondholders, there are no significant legal restrictions relating to the volume or terms and conditions of any future debt financing of the Group. Other liabilities can be equal ranking with the Bonds or they can be (structural) superior (as in the case of the financing of the Group's SPVs with senior secured bank debt). Each incurrence of additional liabilities increases the indebtedness of the company and can reduce the sum which bondholders would be entitled to receive as creditors in case of a liquidation or insolvency of the company. At the same time, further interest

charges and liabilities that must be repaid can limit or completely remove the Company's capability to pay back principal and interest on the Bonds.

If the Company accepts additional debt financing, it could ultimately mean that Bondholders' receivables from the Bonds may be satisfied to a lesser degree in the course of insolvency proceedings compared to a situation, where such debt financing is not accepted. Increasing indebtedness of the company also increases the risk that the Company may be in default with the fulfilment of its liabilities under the Bonds.

Any of the risks mentioned above may have a material adverse effect on the value of the Bonds. The Group assesses the probability of risk as low.

Risk of lacking tradability of the Bonds

The Bonds are to an extent freely transferable. Transfer is restricted to investors that have complied to certain qualifying requirements as imposed, amended and renewed from time to time by the company. It cannot be completely ruled out that no inclusion in trading will actually take place or the liquidity will be low and consequently that the possible future sales of the Bonds will be strongly limited or even not possible at all. The same applies to burning - i.e. the repurchase of all of the outstanding Bonds and subsequent cancellation of the Bonds. In some cases, it is even not possible to sell the Bonds until their maturity so that the investor would have to wait a number of years before regaining (a portion of) the value of the Bonds.

It is uncertain whether a liquid secondary market will develop for the Bonds or that - if it does develop - it will persist or that the established price will correspond to the calculated value of the Bonds. The development of a liquid market will depend significantly on the development and adoption of web3 and tokenized assets markets and eco-systems. Due to the relative illiquidity of this market, it can be difficult for Bondholders willing to sell to find an appropriate buyer. Admittedly, the Issuer will offer repurchasing actions but, it cannot be completely ruled out that investors will not be able to sell their Bonds at all, or not at the desired moment or the desired price; the purchase price can be substantially lower than the price initially paid for the Bonds, so that the Bondholder may suffer a loss.

Any of the risks mentioned above may have a material adverse effect on the value of the Bonds. The Group assesses the probability of risk as low to medium.

Risk of fixed-rate bonds

Holders of fixed-rate Bonds are exposed to a risk of price change of the Bonds because of changes in market interest rates. While the nominal interest rate specified in the Terms and Conditions is fixed until the Bonds' maturity, the current capital market interest rate changes - usually on a daily basis. Changes in the market interest rate affect the price of the fixed-rate bonds - in opposite direction. Therefore, if the market interest rate increases, the price of the fixed-rate bonds usually drops to a level, where the yield on such bonds roughly equals the market interest rate. On the other hand, if the market interest rate decreases, the price of the fixed-rate bonds usually increases to a level, where the yield on such bonds roughly equals to the market interest rate.

Any of the risks mentioned above may have a material adverse effect on the value of the Bonds. The Group assesses the probability of risk as low to medium.

Risk of early redemption at the Issuer's option

The Bonds may be redeemed (i.e. repaid) early, at any time, and in specific cases (i.e. in case of tax or accounting changes) if the Issuer chooses to do so, at a certain percentage of their Principal Amount, together with any accrued interest but non-paid interest up to, but excluding, the date of redemption, as further set out in the section "Terms and Conditions of the Bonds". The risk to investors is that there is no guarantee that their investment in the Bonds will generate the projected yield until the Bonds mature. The risk to investors is that in case of early redemption investors may not be able to receive a similar return on alternative investments.

Any of the risks mentioned above may have a material adverse effect on the value of the Bonds. The Group assesses the probability of risk as low.

Risk of non-payment of the Interest and Principal when due on the Bonds

There is a risk that the Issuer will (temporarily) not be able to pay the interest on the Bonds as it becomes due. The risk to Bondholders is that in such case their interest payments could be delayed. In a most severe scenario the risk to investors is that the Issuer will not be able to pay the interest at all in which case the return of investment of Bondholders will be (severely) reduced. Additionally, the Bonds redeem in full at the Final Maturity Date. There is a risk that the Issuer will not be able to pay

the applicable amount of redemption required. As a result, part of, or all of the investment by the investor in the Bonds could be lost. Admittedly, the parent of the Group, as the Guarantor, undertakes to maintain a positive net worth and sufficient liquidity in relation to the Issuer. This Guarantee is unconditional and irrevocable for the duration any of the Issuer's Bonds are outstanding.

Any of the risks mentioned above may have a material adverse effect on the value of the Bonds. The Group assesses the probability of risk as low.

Risk of taxation

Potential buyers or sellers of the Bonds should know that they might be required to pay taxes or other fees in compliance with the regulations or practice of a country in which the Bonds' transfer takes place, or in another relevant country in the given situation. In some jurisdictions, no official standpoints of tax authorities or court decisions relating to financial instruments such as the Bonds may be available. Prospective investors should follow recommendations of their tax advisors relating to their individual taxation situations. When considering investments in the light of the risks specified in this section, it is at least necessary to consider tax implications of acquiring, selling, and holding the Bonds and receiving interest income on the Bonds in compliance with the applicable tax regulations of a country in which the investor is a tax resident, or of other countries, in which the revenue from the holding and sales of the Bonds may be subject to taxation. Prospective investors in the Bonds should be aware of the fact that, because of any changes in tax regulations, the final yield of the Bonds may be lower than originally expected and investors may receive lower amount than originally expected upon the Bonds' sale or maturity.

The development of tax law is subject to constant change. The Company cannot influence whether the tax provisions, valid at the moment of creating of this document, and the tax administrative instructions, decrees, enactment and directives - issued in order to support the execution of the above mentioned provisions - will remain valid and unchanged until the Bonds mature. There is a risk that future changes of the tax law, changes of the perception of administration or a potentially changed jurisdiction of fiscal courts will have negative impacts both on the business activity of the Group and its SPVs and on the tax condition for the investors in relation to the loans. This could lead to substantial additional tax burdens both for the Group or its SPVs on the one hand, and for the investors on the other.

Any of the risks mentioned above may have a material adverse effect on the value of the Bonds. The Group assesses the probability of risk as low.

Risk of the possible loss of rights due to a Bondholder majority decision

Under applicable law and subject to the Terms and Conditions of the Bonds, Bondholders are exposed to the risk of being outvoted by a majority decision of other Bondholders and to lose crucial rights with respect to the Bonds against their will. If a joint representative of all the Bondholders is appointed, any individual Bondholder can completely or partially lose the opportunity to assert and enforce its rights against the Issuer or the Company, independent of other creditors. A majority decision of Bondholders that leads to a loss of rights of Bondholders can have a very negative impact on the value of the Bonds.

Any of the risks mentioned above may have a material adverse effect on the value of the Bonds. The Group assesses the probability of risk as low.

Credit risk

The repayment of the principal and fulfilling of interest-paying commitments under the Bonds depend on whether the Issuer and the Company - within the framework of its business activities - uses the proceeds from the issue of the Bonds in such a way that is also able to meet its obligations to the Bondholders. If the Issuer or Company fails to do so, or if the creditworthiness of the Issuer or Company is otherwise affected, then there is a risk of a partial or even complete loss of investment.

Any of the risks mentioned above may have a material adverse effect on the value of the Bonds. The Group assesses the probability of risk as low.

4. TERMS AND CONDITIONS OF THE BONDS

The following is the text of the terms and conditions of the Bonds, save for the paragraphs in italics that shall be read as complimentary information. References in the Investment Memorandum to "Terms and Conditions" are, unless the context otherwise requires, to the paragraphs below.

PWR03 BOND PROGRAM

Interest 6.50 %

issued by:

ABLX Finance B.V., having its seat according to its articles of association in Amsterdam, The Netherlands and registered with the commercial register of the Chamber of Commerce under number 69714304 (the "**Issuer**").

1. Nominal Value, Denomination, Securitization, Assignment, Subscription, Repurchase

- 1.1. The Issuer is issuing a series of Bond in the dematerialized form with the total nominal amount of up to EUR 3,750,000 (the "Maximum Issue Amount") under the following terms and conditions ("**Terms and Conditions**"). The Bonds may be issued on different issue dates (each a "**Tap Issue Date**") following the Initial Bond Issue on the initial issue date (the "Initial Issue Date"). The Issuer may, on one or more occasions, subject to the execution of a Tap Issue Addendum, issue additional bonds (the "**Additional Bonds**") in several Tap Issues until the nominal amount (Initial Bonds *plus* Additional Bonds) equals the Maximum Issue Amount. Each Tap Issue will be subject to identical terms as the Bonds issued pursuant to the Initial Bond Issue in all respects as set out in these Terms and Conditions, except that the Additional Bonds may be issued at a different price than the Initial Bonds and may be below or above the nominal value. The Series of Bonds is divided into 49,999 partial Bonds with equal rights to the holders and with the nominal value of EUR 100.00 each (hereinafter referred also to as "**Tokenized Bonds**" or "**Bonds**" or "**Powerblocks**"). Each holder of the Bonds (a "**Bondholder**") is lawfully entitled to rights and duties as stated in the terms and conditions. The Bonds are percentage-quoted.
- 1.2. The Bonds inclusive of interest entitlements will be represented for the entire duration of the Bonds by tokens which are registered in the blockchain. Entitlements to demands for printing or delivery of the physical Bonds or interest coupons shall be precluded for the entire duration of the Bonds.
- 1.3. There is no entitlement to receive individual certificates or interest coupons.
- 1.4. The Bonds are transferable according to the terms of service governing the Issuer's securities offering system ("**Terms of Service**"), as amended or renewed from time to time.
- 1.5. The Issuer is entitled to acquire or to sell the Bonds. The reacquired Bonds may be cancelled, kept or resold.

2. Interest payment

- 2.1. The interest on the Bonds shall be paid from the beginning of their duration period in accordance with paragraph 3.1 of the Terms and Conditions of the Bonds (inclusive) to 1 April 2027 (exclusive) regarding their respective nominal principal value with 6.50% per year (nominal interest). The first interest period starts 1 December 2024.
- 2.2. The interest payments are each due quarterly, on 31 March, 30 June, 30 September and 31 December of each year ("**Interest Payment Dates**" and each corresponding quarterly interest payment period, an "**Interest Period**"). If the scheduled Interest Payment Date falls on a day that is not a Business Day, such Interest Payment Date will be deferred to the next following Business Day. The first Interest Payment Date will be 31 December 2024.

- 2.3. The interest shall be calculated according to the 30/360 method for interest calculation.
- 2.4. A "Business Day" as understood in these Terms and Conditions is each day (except for Saturday and Sunday), on which banks in settle payments.

3. Bonds period, Maturity, Redemption

- 3.1. The duration period of the Initial Bonds starts on 1 December 2024, being the Initial Issue Date, and finishes at the end of the day on 31 March 2027. The duration period of the Additional Bonds starts on the Tap Issue Date for each respective Tap Issue and finishes at the end of the day on 31 March 2027 for each such Tap Issue. The Issuer commits himself to repay all of the outstanding Bonds (Initial Bonds *plus* Additional Bonds) on 1 April 2027 (the "**Maturity Date**") at the nominal principal value, as far as the Bonds have not been completely or partially repaid or redeemed and cancelled previously. If the Maturity Date is not a business day, it shall be deferred to the next following business day.

4. Payments

- 4.1. The Issuer shall service the Bonds and conduct all payments of interest and repayment of the Bonds. The Issuer shall make payments directly into the bank accounts of the Bondholders. All payments will be made in euro.
- 4.2. The Issuer commits to pay all amounts due according to these Terms and Conditions in disposable and convertible currency without the Bondholders being entitled to request a separate statement or the fulfilment of any other formality except for the applicable legal requirements and as available in the blockchain.
- 4.3. All interest payments regarding the Bonds shall be made in compliance with the legal regulations that apply at the date of distribution.

5. Status, Negative pledge

- 5.1. The Bonds, including related interest payments, constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer, ranking *pari passu* among themselves and *pari passu* with all other unsubordinated and unsecured obligations of the Issuer, unless such obligations are accorded priority under mandatory provisions of statutory law.
- 5.2. The obligations of the Issuer arising from the Bonds are not and will not be covered by security interests of any fashion or of any type, neither by the Issuer or by a third party. However, notwithstanding this paragraph 5.2, the obligations of the Issuer arising from the Bonds are supported by a guarantee from Catena Group B.V. (the "**Guarantor**").
- 5.3. As long as Bonds remain outstanding, but only up to the time until all amounts of principal and interest have been repaid, the Issuer agrees not to grant, or to permit to subsist, any mortgage, charge, pledge, lien or other encumbrance in rem (collectively, "**Security Interests**"), other than a Permitted Security Interest, upon any or all of its present or future conduct of business, assets or income, as security for any present or future Capital Market Indebtedness (as hereinafter defined) towards a third party.
- 5.4. For the purposes of these Terms and Conditions, "**Capital Market Indebtedness**" shall denote any present or future obligation issued or guaranteed by the Issuer for the payment of borrowed amounts of money which is in form of secured or unsecured bonds or other instruments which are or are capable to be listed, quoted, dealt in or traded on any stock exchange or in any organized market, or are capable to be stored, registered and traded on any blockchain, and any guarantee or other indemnity in respect of such obligation.
- 5.5. This undertaking does not apply if, any security interest arises by operation of law, if any security interest is created for the sole purpose of financing the redemption of all the Bonds, and if any security interest is granted for indebtedness in the ordinary course of business such as, but not limited to, bank loans and overdrafts (collectively, "Permitted Security Interests"). No prior approval of the Bondholders is required in order to raise financing or to create security interests as referred to in this paragraph 5.5.

6. Taxes

- 6.1. All payments, in particular repayment of capital and interest payments are made deducting and withholding taxes, public charges and other fees provided as far as the Issuer is obliged to make the deduction and/ or withhold the charges by law. The Issuer is not obliged to pay any compensation to the Bondholder for the amounts deducted or withheld in this way.
- 6.2. Insofar as the Issuer is not obliged by law to deduct and/or to withhold taxes, public charges or further fees, the Issuer shall not be liable in any way for tax obligations of the Bondholders.

7. Rights of termination

- 7.1. The right of ordinary termination of the Bonds by the Bondholder is precluded. The right of extraordinary termination remains unaffected.
- 7.2. Each Bondholder is entitled to submit notice of an extraordinary termination of the ownership of the Bonds with immediate effect and to require repayment of the nominal value including the interests which accrued to the day of the notice of termination if:
 - (a) the Issuer fails to pay principal or interest or any other amount in respect of the Bonds or the Guarantor fails to pay any amount in respect of the Guarantee within 30 days from the relevant due date;
 - (b) the Issuer does not fulfil the principal amount from these Bonds or payment obligations from other loans in the amount of at least EUR 500,000.00 in total (Cross-Default) within 90 days from the related Maturity Date;
 - (c) the Issuer suspends all payments in general or announces inability to pay;
 - (d) a competent court has commenced insolvency proceedings against the Issuer and the proceedings have neither been cancelled nor suspended within 60 days after commencement, or the Issuer has applied for such insolvency proceedings himself or has stopped payments or has offered or carried out a settlement with respect to all of its creditors;
 - (e) the Issuer goes into liquidation, unless such liquidation is carried out in connection with a merger, consolidation or another form of business combination with another company and this company has assumed all obligations of the Issuer under these Terms and Conditions;
 - (f) the Issuer does not meet its obligations according to paragraph 8 within the scope of a change of control;
- 7.3. The termination right expires if the reason of termination no longer applies or has been cured before exercising this right.
- 7.4. The termination notice submitted by the Bondholder must be delivered in writing in Dutch or in English, or other official language in the jurisdictions where the public offer of the Bonds is made, by registered (e-)mail, exclusively to the address of the Issuer, and becomes effective upon its receipt. A valid proof of ownership must be attached to the termination notice.
- 7.5. In the case of paragraph 7.3 (a), (d), (e), the termination notice becomes effective only after termination notices from Bondholders holding a nominal amount representing at least 20% of the total nominal principal value of the remaining outstanding Bonds is delivered to the Issuer, unless one of the reasons for termination stated in paragraph 7.3 (b) and (c) proves to be valid at the time of its receipt.

8. Early redemption in case of Change of Control

- 8.1. Early redemption: In case of a change of control in accordance with paragraph 8.2 Bondholders are entitled but not obliged to demand redemption or – upon the Issuer's election – repurchase of their Bonds in whole or in part by the

Issuer or by a third party at the Issuer's request at the Early Redemption Price ("Redemption Option"). The execution of the Redemption Option shall only become effective if Bondholders owning Bonds of a nominal value of at least 50% of the total nominal principal value of outstanding Bonds have exercised the redemption option within the execution period in accordance with paragraph 8.5.

8.2. A "**Change of Control**" occurs:

- (a) when the Issuer becomes aware of the fact that a person who at the relevant time is not a direct or indirect shareholder of the Issuer, or persons acting in concert who at the relevant time are not direct or indirect shareholders of the Issuer (hereinafter each such person is referred to as a "Purchaser"), has or have become directly or indirectly the legal or beneficial owner(s) of more than 50% of the voting rights of the Issuer. A Change of Control is not effective if the voting rights have been purchased through a company which is directly or being held by direct or indirect shareholders (intermediary holding company) at the relevant time; or
- (b) if the Issuer enters into a merger with or into a third party, or a third party enters into a merger with or into the Issuer, unless the holders of 100% of voting rights of the Issuer keep at least the majority of voting rights of the surviving legal entity after the merger; or
- (c) if all or substantially all of the assets of the Issuer have been sold (regarded on a consolidated basis) to a third party, unless the purchasers of the above-mentioned assets are, or shall become, a Subsidiary of the Issuer.

"**Third Party**" for the purpose of this paragraph 8.2 shall be any person other than a Subsidiary (as defined in paragraph 5.6) of the Issuer.

"**Subsidiary**" for the purpose of this paragraph 8.2 shall be understood as each fully consolidated company named in the consolidated financial statements of the Issuer.

8.3. "**Early Redemption Price**" for the purpose of this paragraph 8 means 100% of the nominal principal value of the Bonds plus accrued and not paid interest until (but excluding) the date of redemption for each Bond in accordance with paragraph 8.5.

8.4. If a Change of Control occurs, the Issuer shall, immediately after becoming aware of the Change of Control, inform the Bondholders about the Change of Control according to paragraph 11 (the "**Change of Control Announcement**") and at the same time specify information on the circumstances of the Change of Control as well as on the process of the execution of the Redemption Option described in this paragraph 8.

8.5. The execution of the Redemption Option by a Bondholder must be executed within 30 days (the "**Exercise Period**") after the Change of Control Announcement by submitting a notice to Issuer (the "**Exercise Notice**"). If the execution of the Redemption Option becomes effective, the Issuer shall, based on his decision, redeem or purchase or have the relevant Bond(s) purchased within seven business days after the Execution Period has passed (the "**Redemption Date**") if Bonds have not been redeemed or purchased and cancelled previously. The settlement shall be done through the Issuer's systems. Once the exercise notice has been submitted, it is irrevocable for the related Bondholder.

9. Early redemption at the option of the Issuer

9.1. The Issuer may, after having terminated in accordance with paragraph 9.2, declare due and redeem the Bonds outstanding in whole or in part on such date indicated in the termination notice (in each case an "**Optional Redemption Date (Call)**") at the Early Redemption Amount plus accrued interest to (but excluding) the relevant Optional Redemption Date (Call). The Early Redemption Amount will be equal to the Early Redemption Amount specified below relating to the relevant redemption period. The Issuer is not entitled to this option in respect of any Bond whose redemption the Bondholder has already requested in pursuance of its option under paragraph 7.2 or paragraph 8.1.

Redemption Period 1: 1 December 2024 (inclusive) to 1 April 2025 (exclusive)

Early Redemption Amount: 102.00% of the principal amount

Redemption Period 2: 1 April 2025 (inclusive) to 1 April 2026 (exclusive)

Early Redemption Amount: 101.00% of the principal amount

Redemption Period 3: 1 April 2026 (inclusive) to 1 April 2027 (exclusive)

Early Redemption Amount: 100.50% of the principal amount

- 9.2. The notice of early redemption, in whole or in part, shall be declared by the Issuer to the Bondholders pursuant to paragraph 11 during the relevant redemption period indicated in paragraph 9.1. This notice is irrevocable and shall specify the Optional Redemption Date (Call) and must set forth a statement in summary form of the facts constituting the basis for the right of the Issuer so to redeem. The notice shall be provided to the Bondholders not less than 30 days and not more than 60 days before the related Optional Redemption Date (Call). In the event of a partial redemption by the Issuer, the Issuer shall decide on the procedure to determine the Bonds which are subject to redemption at its sole discretion, taking into account the basic principle of equal treatment.
- 9.3. Early Redemption in case of Minimal Outstanding Aggregate Principal Amount of the Bonds (so-called "**Clean-Up Option**"): If 85% or more of the total aggregate outstanding nominal amount of the Bonds have been redeemed or purchased by the Issuer or any direct or indirect Subsidiary of the Issuer, the Issuer may at any time, on not less than 30 or more than 60 days' notice to the Bondholders given in accordance with paragraph 11, redeem, at its option, the remaining Bonds in whole but not in part at the principal amount thereof plus unpaid interest accrued to (but excluding) the date of actual redemption.
- 9.4. Early Redemption in case of Accounting or Tax Events (so-called "**Accounting Event**" or "**Tax Event**"): If an opinion has been delivered to the Issuer stating, by reason of change in law or regulation or interpretation thereof, that the regime the Bonds are subject to modifies the treatment of payments, or the treatment of the Bonds in the consolidated balance sheet of the Issuer, the Issuer may at any time, on not less than 30 or more than 60 days' notice to the Bondholders given in accordance with paragraph 11, redeem, at its option, the remaining Bonds in whole but not in part at the principal amount thereof plus unpaid interest accrued to (but excluding) the date of actual redemption.

10. Issue of further bonds

- 10.1. The Issuer reserves the right to issue, at any time and without the Bondholders' consent, further bonds with the same features in a way to combine them with the already existing Bonds so that a united series of bonds will be created with a corresponding increase in the aggregate nominal principal value. In such case, the term "**Series of Bonds**" includes the additionally issued bonds.
- 10.2. The Issuer is entitled to issue other bonds (including those with option rights) that do not form a unit with the existing Bonds and may have another structure or to issue other debt instruments or financial products without being restricted by the Terms and Conditions for this Bonds issue.

11. Notices

- 11.1. The Issuer shall publish notices solely on its website or its launch pad, unless otherwise provided in these Terms and Conditions or if there are other or additional mandatory publication obligations that apply by law. Special notifications of individual Bondholders are not required. If Bondholders are known by name to the Issuer, the Issuer is allowed to address the statements and announcements to each Bondholder per registered (e-)mail.

12. Limitations

- 12.1. The period of limitation for claims in connection with the Bonds shall be five years following the date on which such payment concerning the Bonds has become due and payable.

13. Bondholders' Meeting

- 13.1. The resolutions of the Bondholders shall be passed solely in the Bondholders' meeting.
- 13.2. The Bondholders' meeting shall be convened by the Issuer. The Bondholders' meeting shall be convened when Bondholders whose Bonds collectively represent at least 30% of the outstanding Bonds demand the convocation of the meeting in writing by providing the reason that they would like (i) to appoint or recall a joint representative, (i) to decide whether the validity of a termination is still applicable, or (iii) by setting out another particular interest in convening the meeting. Quorum will be reached at the Bondholders' meeting if the Bondholders present at the meeting represent at least 50% of the value of the then outstanding Bonds. If there is no quorum at a given Bondholders' meeting, the chair may convene a second meeting for purposes of adopting resolutions. A quorum will exist at the second meeting; for resolutions requiring a qualified majority, the Bondholders present at the meeting represent at least 75% of the value of the outstanding Bonds.
- 13.3. In accordance with paragraph 11 of these Terms and Conditions, the Bondholders' meeting shall be convened by the Issuer one month before the meeting day at the latest. The meeting takes place at time and place as so designated by the Issuer, or during an online meeting. The convocation notice must state the time and place of the meeting as well as the conditions for participating at the meeting and the conditions of exercising the voting rights. The wording of any proposed amendments to the Terms and Conditions shall be announced in the same notice.
- 13.4. The decisions of the Bondholders' meeting must be certified by way of recording these decisions in the meeting's minutes.

14. Majority decisions of the Bondholders

- 14.1. The Terms and Conditions may be amended with consent of the Issuer by virtue of a majority resolution of the Bondholders. The resolutions of the Bondholders' meeting shall be adopted by a simple majority of the voting rights taking part in the vote.
- 14.2. The Bondholders may agree with a majority of 75% of the voting rights entitled to take part in the vote in particular upon the following measures:
 - (a) the change of the Maturity Date, and the reduction or suspension of the interest payments;
 - (b) the change of the duration period of the Bonds;
 - (c) the reduction of the principal sum;
 - (d) the subordination of claims related to the Bonds in the Issuer's insolvency proceedings;
 - (e) waiver of the right of termination of the Bondholders or its restriction;
 - (f) the substitution of the Issuer.

15. Change to Terms and Conditions of the Bonds

- 15.1. The Issuer is entitled to change or revise the Terms and Conditions by unilateral declaration of intent solely in the following cases:
 - (a) amendments to the wording, as e.g. particular words or sentence order;
 - (b) correction of obvious typos or miscalculations or similar manifest errors;
 - (c) changes required for the admission or introduction of the Bonds to trading on a regulated or otherwise organised market or to a market organised under private law, in particular the division of the Bonds regarding the number and the nominal value of the Bonds;

(d) changes of the total nominal principal value and division of the Bonds in case further Bonds or other debentures and/or financial securities are issued in accordance with paragraph 10 of the Terms and Conditions.

15.2. Changes of the Terms and Conditions can be implemented only in a legal transaction with an identical contract for all of the Bondholders.

15.3. Changes of the Terms and Conditions can be agreed by the Bondholders' meeting by majority vote in accordance with paragraph 14 of the Terms and Conditions.

16. Final Provisions

16.1. The form and content of the Bonds as well as the rights and duties of the Bondholders and of the Issuer shall be governed solely by Dutch law.

16.2. Place of jurisdiction for any action or other legal proceedings in connection with the Bonds or in connection with these Terms and Conditions is – if legally permissible – Amsterdam, The Netherlands.

16.3. Should one of the above provisions of these Terms and Conditions be or become ineffective or unenforceable, the validity of the remaining provisions remains unaffected. The invalid or unenforceable provision shall be replaced by the Issuer at its reasonably exercised discretion by a valid or enforceable provision which corresponds most closely to the economic results desired by the Bondholder and the Issuer. The same shall apply if the Terms and Conditions prove to be incomplete.

5. DIGITAL BONDS

The following is a summary of certain conditions relevant to the Bonds. Although it intends to describe the relation between investors and Issuer and certain procedures, requirements and mode of operation as concise as possible, it does not purport to be a complete overview of all aspects related to the operations of the Issuer and the Bonds.

Introduction

The Bonds shall be issued in dematerialized form only and registered and stored in a blockchain similar to traditional capital markets, where securities are stored in deposits with central securities depositories. Tokenization of securities such as the Bonds is not a novelty per se. The advantages of using blockchain include cryptologic security and uncontested ownership. In addition, it facilitates the concentration of a number of capital markets service providers to manage and service the securities into only a few if not only one relevant party, the issuer of the securities. As a result, decreasing the cost of issuing, managing, owning and trading of securities. Further reference on tokenization is also made in Section 1 “Important Notice” as described under “Tokenized Securities”.

The Bonds are referred to by the Group as Powerblocks. The Powerblocks name provides the linkage between the Bonds issued by the Issuer and the business of the Group in the renewable energy markets, sometimes also referred to as the power market.

The Issuer is authorized without limitation to issue Bonds at any time for in accordance with Section 6 “Use of Proceeds”. Upon creation of new issues of bonds outside the Series of Bonds, an Investment Memorandum concerning the new bond issue will be circulated. For each Tap Issue under the Series of Bonds a Tap Issue Addendum is executed.

Ownership of the Bonds is established by registration in a digital register, including information systems such as blockchains, upon issuance and purchase of said Bonds. Blockchains are the principle administrative ledger. Certificates of such registration may be issued (upon request) and at the expense of the relevant Bondholder. Each issue of Bonds is separately established in the Issuer’s registers and applicable ledgers.

Any transfer of Bonds shall become effective (opposable) towards the Issuer and third parties upon the acceptance of the transfer by the Issuer in accordance with the Company’s Terms of Service and the Bonds’ smart contracts.

The launch pad of the Issuer integrated in the Group’s investor relations pages, will indicate which (Series of) Bonds are available and their characteristics. The Bonds offered in each such Offering are a representative for each such available bond as they may apply to the financing of the business and activities of the Group in accordance with the Use of Proceeds.

Purchases, transfers and redemptions are dealt with at an unknown value. Purchases of Bonds should be made for investment purposes only. The Issuer and the Company may take the necessary measures to protect investors or itself. To minimize harm to the Issuer, the Company and the investors, the Issuer and the Company reserve the right to reject any purchase order or transfer by any investor if, in the opinion of the Issuer or the Company, such purchase order or transfer may be disruptive to the Issuer, the Company or the Group. In making this judgment the Issuer and the Company may consider trading activities from multiple wallets under common ownership or control.

The Issuer has the power to freeze or forcibly transfer all Bonds held by an investor who is or has been engaged in illegal or disruptive activities as a result of which the Group may be harmed. The Issuer will not be held liable for any loss resulting from rejected orders, freezing or forcing of transfers, or mandatory redemptions.

Offering, purchasing and payment procedure

Issue of Bonds

Bonds are issued by the Group, through the Issuer, as of their relevant Issue Date or any Tap Issue Date according to the procedures and conditions as indicated in the Terms of Service of the Group.

Purchasing of the Bonds

For each of the (Series of) Bonds, purchase requests are processed through the Group’s investor relations pages (my.energyblocks.nl). The purchasing procedure and all other related procedures shall be identical for all issuance of (Series of) Bonds and their respective and these procedures shall also be specified in the Terms of Service of the Group. Any purchase of Bonds must be fully paid up before transfer of the Bonds takes place.

Purchase prices are based on the market value of the (Series of) Bonds. Investors may be required to create a trading account, however are required to have a soft wallet with which they can connect to the launch pad *and* to have gone through online KYC

procedures acceptable to the Issuer. Once the account is setup and the wallet is connected the Investor can immediately start purchasing the Bonds. Purchases can be made at my.energyblocks.nl. Purchases can only be made through the launch pad my.energyblocks.nl. No subscription or distribution will take place through sub-distributors.

The Issuer retains the right to offer Bonds only for purchase by investors in any particular jurisdiction in order to conform to local law, custom or business practice. The Issuer also reserves the right to adopt standards applicable to classes of investors or transactions that permit or require the purchase of a particular Bond.

Transfer of the Bonds

The Bonds will not be listed on any regulated market, multilateral trading facility, organized trading facility, or any other (stock) exchange until further notice. There is no guarantee of an active trading market in the Bonds. Bonds are in principle transferable bilaterally between investors in possession of wallets without prior approval of the Issuer, as long as the transfer does not conflict with applicable law and regulations and the Terms of Service, verifiable by the Issuer. Each subsequent purchasing investor is required to have undergone online KYC procedures acceptable to the Issuer. Each transfer of the Bonds after its issuance is registered in the blockchain.

Restriction on ownership of the Bonds

The Issuer, or the Company, may restrict or prevent the legal or beneficial ownership of the Bonds or prohibit trading of the Bonds by any person (individual, corporation, partnership or other entity), if in the opinion of the Issuer such ownership may (i) result in a breach of any provisions of applicable articles of association, the Investment Memorandum or law or regulations of any jurisdiction, or (ii) require the Issuer to be registered under any laws or regulations whether as an investment fund or otherwise, or cause the Issuer to be required to comply with any registration requirements in respect of any of the Bonds, whether in Europe, or any other jurisdiction; or (iii) may cause the Issuer or investors any legal, regulatory, taxation, administrative or financial disadvantages which they would not have otherwise incurred (such person being herein referred to as “Prohibited Persons”).

Payment procedure

Purchases for the Bonds associated shall be made in the same currency as the Bonds are issued and registered. The Issuer will not accept, nor arrange for any necessary currency exchange transactions to convert the purchasing monies which are not in the same currency as the Bonds are issued, into the Reference Currency of the associated Bonds.

Contributions in kind

Unless expressly authorized in the Investment Memorandum, the Issuer shall not, if a prospective investor requests, accept any purchase of the Bonds which is proposed to be made by way of contribution in kind.

When expressly authorized, the Issuer may, if a prospective investor requests, accept a purchase of the Bonds which is proposed to be made by way of contribution in kind. The nature and type of assets to be accepted in any such case shall be determined by the Issuer and must correspond to the Issuer’s policies and restrictions of the Issuer. All costs associated with such contribution in kind shall be borne by the investor making the contribution, or by such other third party as agreed by the Issuer or in any other way which the Issuer considers fair to all Bondholders.

General provisions

The Issuer, and the Company, reserves the right to reject any purchase order or to accept the purchase order in part only. Furthermore, the Issuer reserves the right at any time, without notice, to discontinue the issue and sale of any of the (Series of) Bonds. If any purchase order is not accepted in whole or in part the monies associated with the purchase order or the balance outstanding will be returned to the prospective investor by bank transfer at the investor’s risk. The Issuer and their officers and representatives will at all times comply with any obligations imposed by any applicable laws, rules and regulations with respect to prevention of money laundering and terrorism financing. Investors may be required to furnish independent documentary evidence of their identity, a permanent address and information relating to the source of the monies to be invested. Failure to provide such information or documentation in a timely manner could result in delay in the settlement of purchase orders for the Bonds, or in a refusal to allot Bonds.

The Terms of Service provide the details of the mode of operations of the Company in respect of the investor pages and its integrated offering software and the investors making use thereof. The Terms of Service are available at the launch pad of the Group (my.energyblocks.nl).

Related charges and expenses**Direct expenses related to Bonds**

The Issuer will incur costs associated with the issuance and administration of the Bonds. The Issuer is entitled to and will allocate and subsequently charge such expenses directly to the applicable Series of Bonds.

6. USE OF PROCEEDS

The Issuer shall use the net proceeds from the offering of the Bonds, less costs and expenses incurred in connection with the issues of the Bonds, for general and corporate purposes of the Group, including the financing of working capital, operating and capital expenditures, the (re)financing of intercompany loans and external debts and the (re)financing of the Group's operating subsidiaries holding operating assets.

The Issuer will have flexibility in applying the net proceeds from the offering and may change the allocation of these proceeds as a result of certain contingencies, provided that at least 75% of the net proceeds will be allocated to the (re)financing of the Group's existing assets, assets under development or asset acquisitions. Each Tap Issue will indicate the allocation of the use of the net proceeds as per a Tap Issue Addendum. Bondholders will have no direct influence on decisions regarding the application of the net proceeds from the offering.

The net proceeds will be borrowed from the Issuer, intercompany within the Group, by several of the Company's direct and indirect subsidiaries and affiliated companies. Each such intercompany loan is unsecured and subordinate to any senior secured or asset-based debt at that subsidiary, or its asset SPVs, and carries an interest mark-up over the coupon of the Bonds which is the minimum reference rate for the loans. Loan tenors may vary with the specific financing purpose of the intercompany loans.

The Issuer may decide at any time during the offering of the respective Bonds Issues to change the number of Bonds of the particular issue as set forth in the section "*Subscription and Sales*" of this Investment Memorandum.

7. BUSINESS

The following is a summary of the business of the Group. Although it intends to describe the Group, the business, strategy and its relevant surroundings as concise as possible, it does not purport to be a complete overview of all aspects related to the business of the Group.

Overview

The Group is a renewable energy production company, with an expertise covering the entire lifecycle of energy systems and the decentral distribution of real assets. The Group is mainly active in The Netherlands, the UK and the DACH region, and has experience in developing, investing and managing renewable energy production facilities. The Group's investments in its asset base are concentrated on grid-connected (utility scale) facilities, and additional investments in other renewable energy segments, including off-grid solutions (such as mini-grids), storage and energy efficiency projects.

In addition, the Group has ample experience in adjacent sustainable industries such as clean transportation, carbon removal, sequestration and the bioeconomy. The Group keeps a close watch on developments in these industries and engages from time to time with market participants, incubators and innovators, continuously monitoring these markets and technological developments. It is expected that the Group will be able to expand its asset base to include such sustainable infrastructure projects and assets.

The objective of the Group is to own, invest in, operate and maintain, sustainable infrastructure and energy production assets in line with the general objective of the Group to realize and accelerate a transition to a sustainable economy and clean energy that benefits people and the environment, to encourage the development of socially responsible, ecologically sustainable and innovative businesses and communities, while simultaneously realize wealth distribution by offering the society as a whole (partial) access to these assets. The Group may also engage in the sale of know-how and services in its own field of operations and carry out corresponding assignments.

Energy Industry

In November 2023, the newly revised and amending Renewables Energy Directive (2023/2413) entered into force, establishing a new binding renewable energy target for the EU for 2030 of at least 42%. This revised directive puts a further impetus on EU member states to ensure they deliver on their individual renewable energy targets. Each country has their own National Energy and Climate Plan ("NECP") in place for the promotion and growth of renewable energy. These mechanisms vary from country to country.

High level overview European energy markets

Since 1996 the European energy markets have been liberalized with the aim to create an integrated internal European energy market with level-playing field, lower grid cost and enhanced security of supply. As a result, transmission, distribution and generation have been split. Transition grid (high voltage) and distribution grids (low voltage) are operated by transmission grid operators and distribution grid operators. Transmission and distribution grid operators balance the grid (managing supply and demand in absence of storage). Power generators, such as the Group, connect their plants to the grid. The electricity is then distributed via the grid by the grid operators towards the end consumers. Power generators sell their production to the whole sale market or sometimes directly to large consumers. Suppliers buy electricity in the whole sale market which is then sold to consumers at retail prices. The latest step in the unbundling of the energy markets is the favoring of active participation of consumers in sustainable energy generation. The Group is taking active steps in effectuating this further step in the liberalization of the energy markets.

According to Mordor Intelligence's European power market analysis, Germany and France remain the top producers of electricity in the EU accounting for respectively ca. 20% and 19% of total EU production. Italy is third with ca. 10%. Overall change in electricity generation marks a shift from established economies in the North and Northwestern regions of Europe to the Balkans where recent large increases in generation were recorded (where consumption also increased most significant). Still more than half of the electricity generated in Europe stems from traditional technologies, i.e. combustible fuels. Nuclear accounts for 25%, where wind, hydro and solar account for 14%, 13% and 6% respectively. The relative significance of alternative technologies compared to traditional technologies have however increased from 19% to ca 33% over the last decade. Within the alternative technologies the share of solar and wind increased most significantly over that period respectively from 2% to 6% and from 6% to 14%.

Wind energy

According to Windeurope's statistics and market outlook, Europe installed 19 GW (16 GW in the EU-27) of new wind capacity in 2022. This is significantly less than what the EU should be building to be on track to deliver its 2030 Climate and Energy goals. 87% of the new wind installations in Europe last year were onshore wind. Sweden, Finland, Germany, and France built the most onshore wind. Europe now has 255 GW of wind capacity. It is expected that Europe will install 129 GW of new wind farms over the period 2023-2027, and the EU-27 to install 98 GW of that. Three quarters of the new capacity additions over 2023-27 will be onshore. It is also expected that the EU will build 20 GW of new wind farms a year on average over 2023-2027. The EU should be building over 30 GW a year of new wind on average to meet its 2030 targets. Onshore wind capacity in the UK amounts to ca. 12 GW accounting for ca 10% of the UK's power needs. Below are highlighted some of the main focus markets of the Group.

Solar energy

According to the EU Market Outlook 2022-2026 by Solar Power Europe a total of 41.4 GW solar PV capacity was newly installed in 2022, an annual growth of 47% from the 28.1 GW installed in 2021. It's also over double what was installed just over three years ago in 2020. It is expected that further annual market growth will actually outpace current expectations, and exceed 50 GW deployment level in 2023, and more than double from today to 85 GW in 2026. In terms of upward outlook it is estimated that deployment could increase as much as 68 GW installed next year, and nearly 120 GW of annual installation in 4 years.

Storage facilities

According to the Energy Storage News Europe reached 4.5GW of battery storage capacity in 2022. In 2022 some 1.9GW was installed across the continent including the UK. Continental Europe is expected to install another 6GW in 2023. By 2050, Europe is expected to install at least 95GW of grid-scale storage systems. Today, 5GW of grid-scale storage is online. Batteries represent an important and attractive investment opportunity in Europe's energy markets. Batteries are considered vital to Europe's decarbonization, but also to grid congestion management. During 2023, several high-level policy measures have been taken to help induce the growth of the energy storage industry.

Green hydrogen

Rising demand for cleaner energy from all major industry sectors and escalating environmental issues arising from carbon emissions are major growth drivers for Europe's Green Hydrogen market. Emergence of advanced electrolysis technologies is likely to create opportunities for a wide range of industries/sectors in the forthcoming years to reliably produce green hydrogen at a low cost from outages and evolving renewable energy sources. The EU hydrogen strategy proposed by the European Commission, plans for increasing renewable hydrogen production via electrolysis to 10 million tonnes of hydrogen by 2030, with an installed capacity of 40 GW electrolyzers.

Final energy consumption in the European Union

Total final energy consumption is the energy consumed by end users. Such end users are individuals and businesses that use energy to heat or cool buildings or for running lights and appliances, the powering of primary business processes (e.g. machinery and entire factories) et cetera. European Environment Agency reports shows that the largest energy consumers in Europe are the residential (25%) and transportation (27%) sectors. Overall consumption decreased from 2010 to 2021 from ca. 11,233 TWh to 10,837 TWh mainly due to energy efficiency savings. The share of electricity in the final energy consumption is around 21%, or approximately 2,167 TWh. The Energy Efficiency Directive ((EU) 2023/1791), adopted in September 2023, sets a binding target of 8,872 TWh for total final energy consumption by 2030, simultaneously placing strong emphasis on replacing fossil fuels with renewable energy production.

Green transition goes together with digital transition, two major spearheads of the European Union. Currently, digital technologies account for ca. 10% of the energy consumption. With the increasing digitization of the economy, which generally increases with GDP growth energy efficiency savings may increase. However, paradoxically with increasing GDP growth energy consumption tends to increase. This balancing act may complicate the energy transition, putting further emphasis on the transition to renewables

Asset base

Currently the Group deploys a portfolio of solar power stations located in Germany. The Group owns 50% of this portfolio, which it controls. The assets have a cumulative nominal power of over 5.0 MWp. The portfolio is fixed and is held for the primary purpose of generating electricity for the grid. Kintlein & Ose GmbH & co. KG provides maintenance and monitoring services in connection with this portfolio. This portfolio was financed with a Green Bond, issued in December 2020, with a B+ rating from rfu. See for further information on sustainability ratings Section 12 "General Information".

In the UK, the Group controls a 71% interest in a small-scale wind project of 0.25kW.

Development portfolio

Through several partnerships and activities of its own in that respect, the Group aims to further develop its asset base. The total current development portfolio where the Group has access to via these partnerships and own development activities amounts to around 565MW. This portfolio of development projects is subject to constant change. New projects may be added, some projects encounter delays and some projects may be abandoned.

In March of this year 2024, financial close was realized for the financing and construction of 12.6 MW wind project in the Schleswig-holstein region in Germany. Expected grid connection for this project is March 2025. The project is realized in a joint venture with WEB Windenergie AG. Also in Schleswig-Holstein, the Group is developing two solar projects with an estimated combined capacity of around 55MW, also in joint ventures with WEB Windenergie AG.

Competitors

Following the energy market liberalization, the European energy markets have become more fragmented. There are however large incumbents that still play a dominant role and entertain significant shares in their respective markets of origin. Since the liberalization, market shares of large incumbents however steadily decreased. In large and centralized economies market shares of incumbents have decreased but still capture shares ranging over 80% of the local market (e.g. France). Largest producers in more fragmented economies capture market shares ranging from 30% to less than 20% (e.g. Baltics and Germany).

Power generation and carbon removal are capital-intensive businesses with numerous industry participants. The Group competes to acquire energy producing, carbon capturing or sequestering projects and ancillary facilities with other developers, operators and financial investors based on, among other, cost of capital, expertise and price. Notwithstanding, it is the Group's belief that the markets the Group is active in is in growth globally with many participants arriving constantly. There is also an increasing demand for energy and carbon offset. In this environment, and although there are many players and participants, there is room for many participants and there does not appear to be significant industry consolidation and it remains a fairly fragmented market. With the Group's focusing on partnerships and project acquisition, it is positioned to compete effectively in the markets the Group addresses. Admittedly, the Group does expect to face increased competition in all aspects of its business, target markets, financing options, and partner availability as markets and technologies mature.

Competitive Strengths

Management believes that the following competitive strengths drive its growth and will distinguish it from competitors.

Experienced in energy and decarbonization

The Group's management team has extensive experience within the sustainable infrastructure markets, in particular the renewable energy industry, such as photovoltaic, wind and large-scale heating infrastructure, combines international industry expertise with local markets knowledge. The management has experience in identifying, building, investing in and acquiring a variety of energy related projects. In particular, management has proven to be of significant value in certain distinctive value adding situations, such as start-up and initial development stages, project restructuring and repowering. Management has also ample experience in the areas of carbon removal, forestry and bio-based economy in initiating and developing initiatives as well as supporting and advising businesses and participants in these industries.

Investment management competences

With over 13 years of experience in the implementation of investments in long-lived assets and the portfolio management of fintech and energy related asset portfolios, both proprietary and third parties, combined with extensive structured finance and financial risk management experience, among which investment, credit and balance sheet risk, the Group can be deemed competent to manage the assets individually and the asset portfolio as a whole throughout its lifecycle.

Extensive experience in finance and capital markets

Having been active in energy, property and transportation markets for over 13 years management has gained extensive experience in asset based finance. Structured finance capabilities help management in setting up optimal financing agreements for the benefit of optimizing underlying cash flows for further growth of the asset portfolio. In addition, management has significant experience with asset backed securities and capital markets in general. This experience is further utilized in developing innovative solutions for increasing the funding capacity and efficiency of the company.

Innovative and entrepreneurial drive

Management has been front and center regarding financial innovations and application of financial technology. This expertise and entrepreneurial drive has led to innovative transformations, particularly through the successful launch and use of new technology, notably blockchain infrastructure and asset tokenization, for the (future) financing and redistribution of assets for the monetization of the company's asset portfolio. Fintech is used to induce more efficient processes, reduce transaction frictions and reduce related cost. Management has a long-standing track record in supporting government, incubators and innovators in realizing their sustainability and innovation goals.

History

The Company, being a relatively new company incorporated in 2022, has in itself but a brief history. Below an overview of the history concerning the Group including its relation to Catena:

- The Issuer was incorporated by Catena in 2017 as Atlantis Real Estate Investments B.V. with the sole purpose of investing in and financing the property of a healthcare related initiative in The Netherlands, which activities were ended with the sale of all of the shares in said initiative and repayment of the loan in 2020;
- In 2020 the Issuer amended its Articles of Association renaming the company to Catena Power B.V. with the purpose of using the company as a central treasury company for the group of company's under control of Catena, a venture development company based in Amsterdam focusing on developing companies on the crossroads of real assets, notably sustainable and energy infrastructure, and fintech;
- In 2020, the Issuer, as part of the group of companies under Catena, launched its inaugural digital bond, the PWR01. This pilot tokenized bond issuance, one of the first in its kind at the time, was met with much enthusiasm and lead to increased interest in distributed asset strategies in Catena Group's network;
- In 2022 Catena executed the first steps in developing an integrated concept under the name Assetbloks in a push for realizing further liberalization of the energy markets and offer direct access to its energy projects. Catena incorporated ABLX Holding B.V. (the Company) as the consolidating entity for the activities;
- During 2023, development of proprietary tokenization software was conducted, in order to replace current technology providers whose services were to be ended end of year 2023, as well as realize integration with proprietary risk management software that was redesigned and updated for that purpose;
- In 2023 a final restructuring took place where the legal structure of Assetblocks was finalized including several Catena entities to become an integral part of the Group and its operating framework. During the restructuring, the Articles of Association of these entities were amended. Catena still fully owns the Company and fully controls the Group;
- In September 2024 a rebranding took place, changing the trade name under which the Group is operating from Assetblocks into Energyblocks.

Business Strategy

The objective of the Group's strategy is to continue expanding its asset portfolio, geographic reach and technological solutions. It is to be noted that any statements regarding the Group's competitive position contained in this Investment Memorandum and as they may be included in the documents incorporated by reference, are based on the Group's estimates and views.

The Group's strategic goals include:

- *Expanding revenue base*
Increase the production of clean energy by expanding the Group's electricity generation capacity of the proprietary portfolio. This will increase the company's asset and consequently revenue base.
- *Promote asset distribution*
Increase the awareness and acceptance of digital assets as a means to redistribute assets to the benefit of the larger society.
- *Expanding asset base*
Increase the Group's asset base with expansion into ancillary projects and technologies and asset classes within the context of the strategy, markets and regulatory environment in which the company operates, and as described in the section *Business*.

- *Push technological innovation*

Expand and develop new applications based on the company's technology and asset base with the aim to generate additional revenue streams to the Group as well as its community.

The objective of the Group's strategy is to ultimately increase European and global transition to clean energy production and a clean and more bio-based economy. To that end, the Group will create a network of trusted partnerships to increase its reach and expand its asset base. The Group aims to reach across Europe launching from several countries in which it has considerable experience, notably, The Netherlands, Germany and the UK. Likely expansion is expected in countries such as Spain, Greece, Italy, Spain, Denmark and Poland.

Funding Strategy

With the objective of expanding its asset portfolio the Group has adopted a funding strategy that limits the risk of cross-default across its asset base. As each asset, or a limited number of assets, is harbored in a specific legal entity with its own contracts and funding arrangements, the liabilities, from senior bank financing, attributable to each of these SPVs are separated from each other.

This strategy of separating liabilities at the asset level is continued in the Group's overall funding strategy. The Group issues debt and equity securities from different entities, each a separate issue. The financing division of the Group may contract additional debt through bond issuance, which is lent-on to the specific entities. Similarly, capital is raised by issuing classes of shares specifically tied to an asset through their issuance from the asset portfolio holding company. Each asset, or group of assets, is funded separately, thus segregating the risk of default from each other. See for further details Section 8 "*Description of the Company*" and Section 9 "*Description of the Issuer*".

The segregated capital structure is obtained through issuing tracking stocks, each a class of shares, connected with a specific asset or group of assets. Each class of shares represents a class of segregated capital in the total capital of the equity issuing entity. As such the Group limits the risk of contamination spreading across assets when performance of an asset or group of assets (e.g. in a specific jurisdiction due to changes in regulatory environment) is severely hindered. Incidentally, as a result, cross-collateralization across assets is also limited. While the Company itself is diversified over all of its assets, potential investors in the Company's securities can seek diversification by investing in a cross-section of all of the Group's assets, or may choose to invest in a specific asset type, obtaining diversification within one specific asset type, e.g. solar photovoltaic projects.

8. DESCRIPTION OF THE COMPANY AND THE GUARANTOR

The following is a summary of the Company. Although it intends to describe the legal structure and governing principles as concise as possible, it does not purport to be a complete overview of all aspects related to the Company. In this Section the Group and the Company are interchangeable. The Company is located in the Netherlands at 22, Joan Muyskenweg, 1096 CJ, Amsterdam. The Company was incorporated on 23 December 2022 and has been registered with the Amsterdam Trade and Companies Register under number 88586936.

Governing Principles

The philosophy of the Group is to pursue investments in sustainable energy production that achieve the right balance between their financial and sustainability performance and redistribute energy ownership to the broader society. As the world is confronted with an increasing number of challenges, such as unstable social systems, inequality, natural resource scarcity, climate change and loss of biodiversity, the Group wishes to drive solutions that address these challenges and contribute to a positive change. The Group has developed certain standards for its investment allocation and operations.

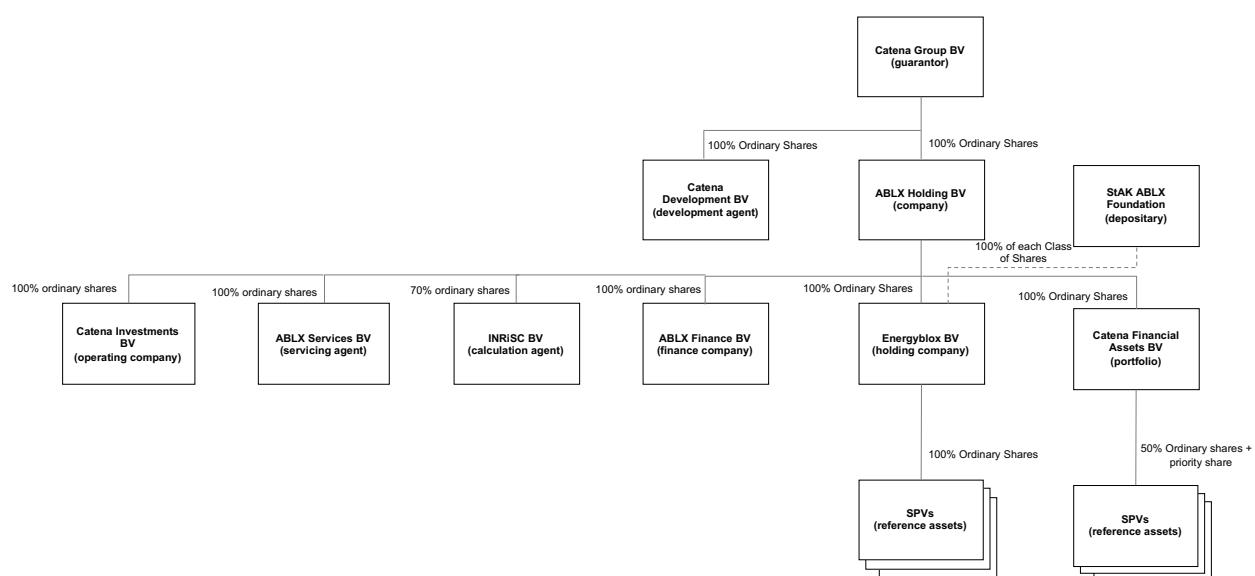
Principal Activities

The Company is the holding company for the companies forming together the Group and develops, invest in and operates energy production facilities across a number of European jurisdictions. The Company, as a means to finance its business, provides fractional distributed asset ownership to a variety of SPVs through issuance of tokenized shares (depositary receipts) or tokenized bonds each of which relates in part to a separate project and asset, or group of projects and assets (the "Reference Assets").

The Company has set up an operating framework under which the Group as a whole shall operate. The Issuer has entered into a licensing agreement with Catena Investments B.V. (the "Operating Company") for the provision of certain technology for the distribution and risk management of the tokenized securities associated with the financing of the Company's business activities, notably developing, investing and operating energy producing facilities and ancillary infrastructure.

Legal structure

The figure below is a simplified summary of the organizational structure showing the Guarantor, the Company, the Issuer and certain holding companies and affiliated companies within the Group. The group itself shall be considered as one single entity, the Group.



The Group's Issuing entities

The Group shall finance its activities with the issuance of digital bonds, or the issuance of classes of shares, each associated, as a whole or in part, with the (re)financing of an SPV holding operating assets. The Group's issuing entities each issue either bonds or classes of shares. Further information is set out below.

With regard to third parties, in particular towards the Group's creditors, each SPV shall be exclusively responsible for all liabilities directly attributable to it. The Company may, at any time, create additional SPVs, whose objectives or other features may differ from those then existing. Each specific SPV holds relevant operating assets, which may be operational assets or from time to time may hold assets under development.

Finance Company

The Issuer is the central financing company for the Group (also shown as the "Finance Company" in the figure above). Bonds issued by the Company shall be issued from the Company's Finance Company. The Finance Company has been set up in line with art. 3:2 DFSA. This allows the Company to obtain repayable funds for the debt financing of the Company's assets by issuing debt securities as a central corporate treasury for the Company. See further details in Section 9 "*Description of the Issuer*".

The Holding Company and the Foundation

The Company provides fractional distributed asset ownership through granting of access to the individual. To that end, the holding company Energyblocks B.V. ("**Holding Company**"), holding all the operational asset subsidiaries, shall issue from time to time, in connection with each SPV, a class of shares which is then held by Stichting Administratiekantoor Assetblocks Foundation, a foundation with registration number 92990290, located in Amsterdam, Joan Muyskenweg 22 1096 CJ (the "**Foundation**"). The Foundation holds the classes of shares issued by the asset portfolio holding company in connection with the individual SPVs. The Foundation issues depositary receipts for each class of shares which are then offered to investors via the Company's launch pad.

Special Purpose Vehicles

The SPVs held by the Group own the actual energy producing assets (both SPVs or actual fixed assets held by them referred to as "**Reference Assets**"). Each SPV is a stand-alone operating entity with its own board. Each SPV is responsible for its own funding attributable to its assets and operations as well as the contracting with regard to the sales of electricity to the wholesale market. The SPVs make their own decisions regarding management, maintenance and day-to-day operations, which may in part be outsourced to technical managers. The Group indirectly holds numerous SPVs used in the development or purchase of assets. Such SPVs depending on the stage of development hold land, land leases, project rights, permits, contracts or assets under construction. They may also hold abandoned projects (capitalized and sunk development expenses). In total there are a number of six SPVs holding operational assets, and one SPV with assets under construction.

The Group's Servicing Entities

The Company is reliant on the performance of certain service providers (the "**Service Providers**"). Further information in relation to the roles of the Service Providers is set out below. No Bondholder will have any direct contractual claim against any Service Provider with respect to such Service Provider's services. Any Bondholder, who believes they may have a claim against any Service Provider in connection with their holding of Bonds, should consult their legal adviser.

Servicing Agent

ABLX Services B.V., a private limited liability company with corporate registry number 88733297, located in Amsterdam, Joan Muyskenweg 22 1096 CJ, is the Servicing Agent for the Group (the "**Servicing Agent**"). The Servicing Agent holds the operating license for the Company's operating system and Launch Pad. The operating system is used to register and manage both the tokenized debt and equity securities which the Company issues from time to time.

Calculation Agent

INRISC B.V., a private limited liability company with corporate registry number 67197353, located in Amsterdam, Joan Muyskenweg 22 1096 CJ, is the calculation agent for the Group (the "**Calculation Agent**"). The Calculation Agent holds the operating license for the Company's risk analytics and valuation tooling. This tooling is used to monitor financial performance of the asset SPVs, provides credit risk functions, comparison of assets and provides the valuations of the assets.

Operating Company

Catena Investments B.V., a private limited liability company with corporate registry number 56802110, located in Amsterdam, Joan Muyskenweg 22 1096 CJ, is the operating company for the Group (“**Operating Company**”). The Operating Company holds all contracts with suppliers and employees in relation to the Group’s business with the exception of those suppliers relevant for the Group’s funding and distribution systems which are contracted by the Servicing Agent or the Calculation Agent. The Operating Company holds license agreements with the Servicing and Calculation Agents. Operations, M&A and corporate finance activity for the Group will be conducted from the Operating Company. The Operating Company may also engage in certain assignments with market participants as well as certain partnerships for innovation with the same.

Delegated Development Agent

Catena Development B.V., a private limited liability company with corporate registry number 64536211, located in Amsterdam, Joan Muyskenweg 22 1096 CJ, is the delegated development agent for the Group (“**Development Agent**”) and fully owned by Catena Group. The Development Agent holds contracts in relation to Catena’s development activities. The Development Agent may develop projects on behalf of the Group, together with the Group or may sell assets and projects to the Group. Development risk can therefore be limited and depending on the manner of cooperation between Development Agent and Group can be concentrated at the Delegated Development Agent to exclude certain development risk from the Group.

Corporate Structure and Management

The management board is the statutory executive body and is responsible for the day-to-day management of the Company and the Group as a whole. The shareholder of the Company has appointed Catena Group B.V. as the management board for the Company.

The management board of the Company is ultimately represented by Messrs. M. Jansberg, D.H.P. van Ineveld and M. Behling.

The Company has a two-tier board structure consisting of a management board (*raad van bestuur, de directie*) and a supervisory board (*raad van commissarissen*). The management board shall have the broadest powers to act in any circumstances on behalf of the Company, subject to the powers expressly assigned by law or the Articles to the general meetings of Shareholders. The management board of the Company is ultimately responsible for the management of the Company’s subsidiaries and for the overall management and administration of the Group.

At the date of this Investment Memorandum the Company has not (been) appointed a supervisory board.

Shareholders of the Company

On the basis of the Company’s register, the following table sets out the Ordinary Shares held by shareholders at the date of this Investment Memorandum.

	Ordinary Shares	Percentage of issued share capital
Catena Group B.V. (the Guarantor)	100	100.00%
	<u>100</u>	<u>100.00%</u>

Parent of the Company

Catena Group B.V., a private limited liability company with corporate registry number 65920937, located in Amsterdam, Joan Muyskenweg 22 1096 CJ, is the parent of the Company and, as the Guarantor, provider of the Guarantee vis-à-vis the obligations of the Issuer regarding the Bonds. Catena was incorporated on 26 April 2016.

The Guarantor undertakes to support the Issuer in its fulfilment of the financial obligations under the Bonds. For the avoidance of doubt, the Guarantee does not constitute a guarantee as meant under Dutch Civil Code 2:403 (*403-verklaring*).

Capitalization of the Guarantor

The minimum capital of the Guarantor amounts to EUR 2. The capital of the Guarantor is represented by fully paid-up shares of EUR 0.01 par value each. The Company is further capitalized with EUR 7,4846,633 in paid-in equity capital. Upon decision of the management board, and approved by the shareholder of the ordinary shares, the Guarantor may issue new shares. The capitalization of the Guarantor is as follows:

	For the year ended 31 December				
	2019	2020	2021	2022	2023
	Realized (unaudited)				
	(in €)				
Total current debt	253,128	613,319	709,812	445,163	161,008
Guaranteed	-	-	-	-	-
Secured	-	-	-	-	-
Unguaranteed/Unsecured	253,128	613,3195	709,812	445,163	161,008
Total non-current debt (excluding current portion of long-term debt)	3,951,859	2,400	250,000	250,000	653,934
Guaranteed	-	-	-	-	-
Secured	-	-	-	-	-
Unguaranteed/Unsecured	3,951,859	2,400	250,000	250,000	653,934
Shareholder equity	2,019,392	6,112,924	5,658,666	9,713,475	12,757,730
a. Share capital	2	2	2	2	2
b. Legal and statutory reserves	-	-	-	-	-
c. Other reserves and retained earnings.....	2,019,390	6,112,922	5,658,664	9,713,473	12,757,728
Total capitalization	6,224,379	6,728,643	6,618,478	10,408,638	13,572,672

The latest financial statements of the Guarantor are for the year ended 31 December 2023.

9. DESCRIPTION OF THE ISSUER

The following is a summary of the Issuer. Although it intends to describe the Issuer's and its governing principles as concise as possible, it does not purport to be a complete overview of all aspects related to the Issuer. The Issuer, ABLX Finance B.V., was incorporated in The Netherlands on 28 September 2017 (registered number 69714304), as a private company with limited liability under Dutch law. The registered office of the Issuer is at Joan Muyskenweg 22, 1096 CJ Amsterdam. The telephone number for the Issuer is +31 (0)20 787 08 08. The Issuer has no subsidiaries or employees.

The Issuer does not qualify as a UCITS under Directive 2009/65/EC ("UCITS") nor as an AIF or AIFM under Directive 2011/61/EU ("AIFMD"). The Issuer is qualified as a finance company (concernfinancieringsmaatschappij) under art. 3:2 DFSA.

Principal Activities

The principal objects of the Issuer are set out in its Articles of Association and are, among other but not limited to: (i) financing of companies and legal entities; (ii) borrowing and lending of money, raising funds, participating in financial transactions including the issuance of bonds or other securities, investing in the broadest sense of the word and entering into related agreements; (iii) trading in financial assets and securities in general; and (iv) providing guarantees, providing security interests for debt and other obligations of the company for the benefit of the companies with which it forms a group.

The Issuer acts as a financing company within the Company's Group. It has no business operations of its own, other than raising debt financing for the Company and its subsidiaries through the issuance of external debt and lending the proceeds thereof on to the operational subsidiaries of the Company. The Issuer will continue to issue new Bonds related to the financing of the Company's business. The (net) proceeds of each such bond issue will be lent-on to individual business entities, asset SPVs, or may finance a consolidated group of asset SPVs.

Corporate Structure and Management

The management board is the statutory executive body and is responsible for the day-to-day management of the Issuer. The shareholder of the Issuer has appointed Catena Investments B.V., the Operating Company, as management board of the company. The Company has been appointed management board of the Operating Company. Ultimate control over the Issuer lies via the Operating Company and the Company with Catena and its management board, represented by Messrs M. Jansberg, D.H.P. van Ineveld and M. Behling.

The Articles of Association were last amended in December 2023. The Issuer's name was changed from Catena Power to ABLX Finance. Also, in December 2023, the Issuer was subject to a corporate restructuring when 100% of the shares in the capital of the Issuer were transferred internally from Catena to the Company, which in turn is fully owned by Catena. See also the Section 7 "Business".

Shareholders of the Issuer

On the basis of the Issuer's register, the following table sets out the Ordinary Shares held by shareholders at the date of this Investment Memorandum.

	Ordinary Shares	Percentage of issued share capital
ABLX Holding B.V. (the Company)	100	100.00%
	<u>100</u>	<u>100.00%</u>

Capitalization of the Issuer

The minimum capital of the company amounts to EUR 100. The capital of the Issuer is represented by fully paid-up shares of EUR 1.00 par value each. The Issuer is further capitalized with EUR 197,923 in paid-in equity capital. Upon decision of the management board, and approved by the shareholder of the ordinary shares, the Issuer may issue new shares and new (series of) bonds.

With regard to third parties, in particular towards the Issuer creditors, the Issuer is liable only for the debt contracted on its balance sheet. Each business and asset company of the Group shall be exclusively responsible for all liabilities attributable to it (including the financing contracted from the Issuer).

The capitalization of the Issuer is as follows.

	For the year ended 31 December				
	2019	2020	2021	2022	2023
	Realized (unaudited)				
	(in €)				
Total current debt	15,663	36,405	108,149	27,283	4,386
Guaranteed	-	-	-	-	-
Secured	-	-	-	-	-
Unguaranteed/Unsecured	15,663	36,405	108,149	27,283	4,386
Total non-current debt (excluding current portion of long-term debt)	-	2,400	250,000	250,000	250,000
Guaranteed	-	-	-	-	-
Secured	-	-	-	-	-
Unguaranteed/Unsecured	-	2,400	250,000	250,000	250,000
Shareholder equity	16,542	12,715	20,450	60,104	76,607
a. Share capital	100	100	100	100	100
b. Legal and statutory reserves	-	-	-	-	-
c. Other reserves and retained earnings.....	16,442	12,615	20,350	60,004	76,507
Total capitalization	32,205	51,520	378,599	337,387	330,993

The latest financial statements of the Issuer are for the year ended 31 December 2023.

Review of historic financial and operational performance

The Issuer is not an operating company. The Issuer's purpose is to finance the Group's business and the Company's subsidiaries. As such the Issuer has no operational activities of its own. Instead, the Issuer relies predominantly on the operational performance of the Company's subsidiaries holding operating assets. The Issuer is depending on interest income from these operational subsidiaries for the fulfilment of its financial obligations towards the Bonds (see also Section 3 "Risk Factors").

In 2017 the Issuer was incorporated under the name Atlantis Real Estate Investments B.V. with the purpose of extending loans to Aliantus Oud Seyst B.V. an initiative to develop and operate care homes in The Netherlands. The loans were repaid in full in 2020 after which the Issuer was used for intercompany financing purposes only for Catena.

In 2021 the Issuer, then registered under the name Catena Power, issued a tokenized bond to finance certain assets indirectly and held by Catena. A portion of the shareholder loans extended by Catena to the operating assets held in the SPV Gael Wind Partners Ltd. ("Gael") were refinanced by Catena through its financing company Catena Power B.V. ("Catena Power") with a EUR 250,000 5.250 per cent. fixed rate, non-amortizing tokenized bonds due 2025 (the "PWR01 Bonds"). This inaugural tokenized bond issuance was one of the first in its kind at the time. The net proceeds of the PWR01 Bonds were lent by Catena Power to Catena Ventures B.V. ("Catena Ventures"), the direct shareholder of the SPV holding the operating assets. Catena Ventures used the proceeds to refinance the operating assets held by Gael Wind Partners Ltd, a WES250 small scale wind turbine in Scotland, UK.

The proceeds of the Bonds were lent by Catena Power to Catena Ventures and, to that end, the Issuer and Catena Ventures have entered into a back-to-back loan agreement which contains obligations on Catena Ventures vis-à-vis the Issuer which largely mimics the (existing) intercompany loan agreement between Gael Wind Partners and Catena Ventures. The PWR01 Bonds mature in December 2024.

In January 2024 the servicing and registration of the PWR01 Bonds were transferred to the Group's own proprietary systems after the technology provider announced the ending of its blockchain services by December 2023. Subsequently the Issuer set up the PWR Bond program to continue issuing "PWR" bonds using the Company's own systems. See also Section 7 "Business".

On April 1st 2024 the Issuer issued and placed EUR 500,000 PWR02 Initial Bonds (the "PWR02-1 Bonds") with investors. On April 8th 2024 the Issuer issued a Tap Issue for PWR02 Additional Bonds (the "PWR02-2 Bonds") in the amount of EUR 500,000.00. On December 1st 2024 the Issuer issued new Additional Bonds (the "PWR02-3 Bonds") to refinance the PWR01 Bonds for the outstanding amount of EUR 250,000.

Historic Financial Statements

The following financial information has been prepared using the unaudited historical financial information of the Issuer. The tables asset out below presents the simplified and historic financial statements for the Issuer, which have been prepared in accordance with the applicable reporting standards in The Netherlands and the provisions applicable to companies subject to the small companies regime. The financial statements are presented in euro for the fiscal years ending on 31 December of each calendar year.

	For the fiscal year ended 31 December				
	2019	2020	2021	2022	2023
	Realized (unaudited)				
	(in €)				
INCOME STATEMENT					
GROSS TRADING PROFIT/LOSS	-	-	10,000	10,000	10,000
Operating expenses.....	-	4,334	2,281	8,091	7,823
EBITDA	-	-4,334	7,719	1,909	-
Depreciation and amortization.....	-	-	3,220	9,220	9,220
EBIT	-	-4,334	4,499	-7,311	-7,043
Interest (Gross).....	1,277	507	3,236	-1,576	-880
OPERATING PROFIT/LOSS	1,277	-3,827	7,735	-8,887	-7,923
Taxation.....	-	-	-	-7	-
NET PROFIT/LOSS	1,277	-3,827	7,735	-8,894	-7,923

	For the fiscal year ended 31 December				
	2019	2020	2021	2022	2023
	Realized (unaudited)				
	(in €)				
BALANCE SHEET STATEMENT					
ASSETS					
Net tangible fixed assets	-	-	-	-	-
Other non-current assets.....	-	32,200	213,980	142,260	70,540
TOTAL FIXED ASSETS	-	32,200	213,980	142,260	70,540

Accounts receivable.....	-	-	12,100	-	10,000
Other current assets.....	32,205	16,735	145,467	96,178	249,894
Cash/bank deposits/ securities.....	-	2,585	7,052	98,949	559
CURRENT ASSETS.....	32,205	19,320	164,619	195,127	260,453
TOTAL ASSETS.....	32,205	51,520	378,599	337,387	330,993

For the fiscal year ended 31 December

	2019	2020	2021	2022	2023
	Realized (unaudited)				
	(in €)				
LIABILITIES					
Preferred Shares.....	-	-	-	-	-
Common shares/capital.....	100	100	100	100	100
Paid in capital.....	149,375	149,375	149,375	197,923	222,349
Retained earnings.....	-132,933	-136,760	-129,025	-137,919	-145,842
Revaluation reserves.....	-	-	-	-	-
Other reserves.....	-	-	-	-	-
TOTAL EQUITY.....	16,542	12,715	20,450	60,104	76,607
Group companies.....	-	-	-	-	-
Deferred taxes.....	-	-	-	-	-
Long term debt.....	-	2,400	250,000	250,000	250,000
LONG TERM LIABILITIES.....	-	2,400	250,000	250,000	250,000
Group companies.....	14,163	-	-	-	-
Accounts payable.....	-	2,705	41,649	25,783	2,706
Short term debt.....	-	-	-	-	-
Current maturities.....	-	-	-	-	-
Other current liabilities.....	1,500	33,700	66,500	1,500	1,680
CURRENT LIABILITIES.....	15,663	36,405	108,149	27,283	4,386
TOTAL EQUITY AND LIABILITIES	32,205	51,520	378,599	337,387	330,933

10. TAXATION

The following summary of certain Dutch taxation matters is based on the laws, published case law and practice in force as of the date of this Investment Memorandum and is subject to any changes in law and the interpretation and application thereof, which changes could be made with retroactive effect. The following summary neither purports to be a comprehensive description of all the tax considerations that may be relevant to a decision to acquire, hold or dispose of the Bonds, and nor purports to deal with the tax consequences applicable to all categories of investors, some of which may be subject to special rules.

For the purpose of this summary, the term "entity" means a corporation as well as any other person that is taxable as a corporation for Dutch corporate tax purposes.

Withholding Tax

All payments made by the Issuer of interest and principal under the Bonds can - except in certain specific cases pursuant to the Dutch Withholding Tax Act 2021 (*Wet bronbelasting 2021*) - be made free of withholding or deduction of any taxes of whatsoever nature imposed, levied, withheld or assessed by The Netherlands or any political subdivision or taxing authority thereof or therein. Pursuant to the Dutch Withholding tax Act 2021, in those specific cases, a conditional withholding tax may be levied. Potential investors are advised to consult their tax advisors on the implications of the Dutch Withholding Tax Act 2021 in relation to their particular situation.

Taxes on income and capital gains

Resident entities

An entity holding the Bonds which is, or is deemed to be, resident in The Netherlands for corporate tax purposes (*vennootschapsbelasting*) and which is not tax exempt, will generally be subject to corporate tax in respect of income or a capital gain derived from the Bonds at a rate of 25.8 per cent.; a tax rate of 19 per cent. applies to the first EUR 200,000 of taxable profit (2023).

Resident individuals

An individual holding Bonds who is, or is deemed to be, resident in The Netherlands for income tax purposes (*inkomstenbelasting*) will be subject to income tax in respect of income or a capital gain derived from the Bonds at rates up to 49.5 per cent. (2023) if:

- i. the holder is an entrepreneur (*ondernemer*) and has an enterprise to which the Bonds are attributable or the holder has, other than as a shareholder, a co-entitlement to the net worth of an enterprise (*medegerechtigde*), to which enterprise the Bonds are attributable; or
- ii. the income or capital gain qualifies as income from miscellaneous activities (*belastbaar resultaat uit overige werkzaamheden*) as defined in the Income Tax Act (*Wet inkomstenbelasting 2001*), including, without limitation, activities that exceed normal, active asset management (*normaal, actief vermogensbeheer*).

If neither condition i. nor ii. applies, an individual holding the Bonds will be subject to income tax on the basis of a deemed return (so-called box III), regardless of any actual income or capital gain derived from the Bonds. In 2023, the applicable deemed return varies per asset and liability class and will be updated annually on the basis of historic market yields. Subject to application of certain allowances, the deemed return will be taxed at a rate of 32 per cent. (2023).

Non-residents

A holder of the Bonds which is not, and is not deemed to be, resident in The Netherlands for the relevant tax purposes will not be subject to taxation on income or a capital gain derived from the Bonds unless:

- i. such holder has an enterprise or an interest in an enterprise which, in whole or in part, is carried on through a permanent establishment (*vaste inrichting*), or a deemed permanent establishment or a permanent representative (*vaste vertegenwoordiger*) in The Netherlands to which enterprise or part of an enterprise, as the case may be, the Bonds are attributable;
- ii. the Bonds are attributable to the assets of an enterprise that is effectively managed in The Netherlands, with respect to which enterprise, such holder is entitled to a share in its profits, other than by way of securities; or
- iii. the holder is an individual and the income or capital gain qualifies as income from miscellaneous activities (*belastbaar resultaat uit overige werkzaamheden*) in The Netherlands as defined in the Income Tax Act (*Wet inkomstenbelasting*).

2001), including, without limitation, activities that exceed normal, active asset management (*normaal, actief vermogensbeheer*).

Gift and inheritance taxes

Dutch gift or inheritance taxes will not be levied on the occasion of the transfer of a Bond by way of gift by, or on the death of, a holder of a Bond, unless:

- i. the holder of a Bond is or is deemed to be resident in The Netherlands for the purpose of the relevant provisions; or
- ii. the transfer is construed as an inheritance or gift made by, or on behalf of, a person who, at the time of the gift or death, is or is deemed to be resident in The Netherlands for the purpose of the relevant provision.

Value added tax

The mere issuance or transfer of a Covered Bond, and payments of interest and principal under the Bonds, will not be subject to value added tax in The Netherlands.

Other taxes and duties

The subscription, issue, placement, allotment, delivery or transfer of the Bonds will not be subject to registration tax, stamp duty or any other similar documentary tax or duty payable in The Netherlands.

Residence

A holder of the Bonds will not be, or deemed to be, resident in The Netherlands for Dutch tax purposes and, subject to the exceptions set out above, will not otherwise be subject to Dutch taxation, by reason only of acquiring, holding or disposing of the Bonds or the execution, performance, delivery and/or enforcement of the Bonds.

International Exchange of Information

The Netherlands falls under the scope of the European rules regarding the international (automatic) exchange of information in tax matters, which applies to all European member states. In addition, the Netherlands has concluded a number of bilateral agreements regarding the exchange of information with other countries and also has domestic laws concerning the exchange of information. Based on the aforementioned rules and treaties, the Netherlands collects and exchanges data in respect of financial assets, including shares, and exchanges this information with other nations.

11. SUBSCRIPTION AND SALES

General

The offer of the Bonds to persons resident in, or who are citizens of, a particular jurisdiction may be affected by the laws of that jurisdiction. Prospective investors should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to purchase the Bonds. Receipt of the Investment Memorandum or any applicable terms, among which tap issue addenda, will not constitute an offer in those jurisdictions in which it would be illegal to make an offer. Except as otherwise disclosed in the Investment Memorandum, if prospective investors receive a copy of this Investment Memorandum or a copy of the Terms and Conditions of the Bonds, or Tap Issue Addenda, investors may not treat this Investment Memorandum or such terms and addenda as constituting an invitation or offer to prospective investors of the Bonds, unless, in the relevant jurisdiction, such an offer could lawfully be made to such investor, or the Bonds could lawfully be dealt in without contravention of any unfulfilled registration or other legal requirements. Accordingly, if prospective investors receive a copy of this Investment Memorandum, or any other offering materials or advertisements said investors should not distribute or send the same, to any person, in or into any jurisdiction where to do so would or might contravene local securities laws or regulations.

Subject to the specific restrictions described below, if the prospective investors (including, without limitation, their nominees and trustees) wish to purchase the Bonds, such prospective investors must satisfy themselves as to full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.

The information set out in this section is intended as a general guideline only. If prospective investors are in any doubt as to whether they are eligible to subscribe for the Bonds, they should consult their professional adviser without delay.

Subscription and Sales

The Issuer issues and holds the Bonds at their respective issue price. The initial Bonds are issued and offered at the issue price of 100.00 per cent. of their principal amount. Additional Bonds shall be issued and offered at their respective issue prices as stated in the relevant Tap Issue Addendum. At the Date of each offering the Bonds become procurable and are offered for sale to investors.

Investors may invest in the Bonds only for a minimum amount (the “**Minimum Investment Amount**”) of EUR 5,000.00, or 50 Bonds, per offering of each Series of Bonds.

Purchase of the offering is only possible via the Group’s investor relations pages, the Launch Pad, with the terms as set forth in Section 4 “*Terms and Conditions of the Bonds*” of this Investment Memorandum, and in accordance with the terms as set forth in the Terms of Service of the Company amended from time to time and published on the Group’s Launch Pad. The Issuer may refuse investors, limit the subscribed amount from investors, make allotments, amend the number of Bonds issued, or extend or shorten the subscription period at its discretion, if applicable.

The sales process takes place through the investor relations pages of the Group (my.energyblocks.nl) and any announcement regarding the sale of the Issuer’s securities will be announced on this website. The transfer of each Bond is conditional upon the corresponding payment being made by the investor as part of the purchase. Purchases of the Bonds are instantly settled. The Issuer has the right to refuse a purchase without disclosure of any reason.

European Economic Area

An offer to the public of any Bonds is solely made in the Netherlands. The obligation to publish a prospectus generally applies as stipulated in Article 3 (1) Prospectus Regulation. However, the Issuer successfully complies with Article 53 Exemption Regulation, meaning the Issuer is exempt from this obligation considering the required conditions are met, which include:

- i. The total consideration of the Offer within the European Economic Area, calculated by class and over a period of twelve months, is less than EUR 5 million. This calculation includes the combined value of offers from affiliated group companies within the Group;
- ii. A notification to the AFM has been made, fulfilling all necessary information requirements, including the provision of the information document in compliance with the Annex to the Exemption Regulation;

- iii. The inclusion of the exemption statement on the relevant documents.

Legality of purchase and trading

The Issuer has not assumed, and will not assume any responsibility for the lawfulness of the purchase of the Bonds by a prospective investor in the Bonds, whether under the laws of the jurisdiction of its incorporation or the jurisdiction in which it operates (if different), or for compliance by that prospective investor with any law, regulation or regulatory policy applicable to it.

12. GENERAL INFORMATION

Authorization

The creation and issue of the Bonds has been authorized by the resolutions of the board of management and the shareholders of the Issuer dated 25 November 2024.

Domicile, legal form and incorporation

The Issuer's legal and commercial name is ABLX Finance B.V. The Issuer was incorporated as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under the laws of the Netherlands on 28 September 2017.

The Issuer is domiciled in the Netherlands. The Issuer's statutory seat (*statutaire zetel*) is in Amsterdam, the Netherlands and its registered office is at Joan Muyskenweg 22, 1096 CJ Amsterdam, the Netherlands. The Issuer is registered with the Dutch trade register under number 69714304. The Company's telephone number is +31 (0)20 787 08 08. The Issuer's Legal Entity Identifier (LEI) is 724500M1HAI5BF46BJ31. The Group's website www.energyblocks.nl and the Group's Launch Pad is my.energyblocks.nl.

Legal Proceedings

Except as disclosed in Section 8 "*Description of the Company*" and Section 9 "*Description of the Issuer*" and the Annual Accounts of the Company and the Issuer, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending and threatened), of which the Issuer is aware, which may have, or have had during the 12 months prior to the date of this Investment Memorandum, a significant effect on the financial position or profitability of the Issuer or the Group.

Material Changes

Since 31 December 2023 there has been no material adverse change in the prospects, financial performance and financial position of the Issuer or the Group.

Potential Conflicts of Interest

The Company is a wholly owned indirect subsidiary of Catena. The Group's relationship to Catena and other investments held, directly or indirectly, now or in the future, by Catena may create conflicts of interest when assets, products and services are rendered to group companies or investors that are sourced from or provided by other members of Catena.

Catena Group and its various holdings, including the Company and its holdings, are commercial businesses and seek to maximize profits while providing fair, honest and appropriate services and products to clients. Various holdings may have different shareholder structures. This means that the Company may engage in transactions with other members of Catena Group, and it may engage affiliates to provide it with products and services but will always do so in a way that it considers in the best interests of all the investors. The Company will enter into these transactions or arrangements only where they are permitted under applicable laws and regulations. Although the Company is under common ownership with the other members of Catena Group and may from time to time have directors, officers and representatives in common with these other firms, the Company is a separate and distinct corporate entity. The Company generally carries on its activities independent of the other firms owned by Catena. However, from time to time there may be certain cooperative business arrangements between it and the other firms, such as arrangements relating to introduction of clients, distribution of products, acquisition of assets, advisory relationships or administrative support. The Company has adopted policies and procedures to manage these conflicts of interests.

To the best of the Issuer's knowledge, there are no conflicts of interests between any duties owed to the Issuer by (i) members of its board of management, (ii) members of the board of management of the SPVs holding operating assets, (iii) parties involved in the issue (such as advisors, financial intermediaries and experts), and their private interests or other duties.

Related parties

The following entities that are part of Catena or of the Company may enter into certain investment transactions with the Company. Any transaction between these related parties shall be conducted at arm's length. Also refer to Section 8 "*Description of the Company*".

- First Green Capital Holding GmbH ("**First Green Capital**") is a PV solar and wind project development company operating in Germany. First Green Capital may offer assets to the Company and may function as one of the sourcing

channels for the Company to acquire assets. First Green Capital is indirectly controlled by the Company via Catena Financial Assets B.V., who indirectly holds 50% of the shares in First Green Capital, *plus* one controlling share.

- Catena Financial Assets B.V. ("**Catena Financial Assets**") is an investment holding company holding several cleantech and fintech investments in Europe. Catena Financial Assets, which is part of the Energyblocks group of companies, may offer assets to the Company. Catena Financial Assets is fully owned by the Company, ABLX Holding.
- Catena Development B.V. ("**Catena Development**") is a renewable energy development company operating in Europe. Catena Development may offer assets or other services to the Group and may function as one of the sourcing channels for the Group to acquire assets. Catena Development is a sister company to the Company and is fully owned by Catena.

In all cases, the Company monitors the services and products provided and ensures that the assets, services and products, as applicable, are provided at fair market rates.

Material Interest

Save for any fees payable, as far as the Issuer is aware, no person involved in the offer of the Bonds has an interest material to the issue and the offering.

Information sourced from third parties

Any information that has been sourced from a third party, has been accurately reproduced and as far as the Issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Independent auditors

No auditor has been appointed by the Company nor by the Issuer. The Company, having fewer than 50 employees, a balance sheet not exceeding € 6 million and an annual turnover not exceeding € 12 million, is under Dutch law (Article 2:393 DCC) not required to appoint an external auditor. The Group's administrator Tol, Vork & Groeneveld B.V. ("TVG") composes the financial statements of the Issuer in accordance with applicable law and accounting standards.

Working capital

In the opinion of the Issuer, the Issuer's working capital is sufficient for the Issuer's present requirements; that is for at least 12 months following the date of this Investment Memorandum.

Documents available

From the date of this Investment Memorandum and for the life thereof, copies of certain documents may be inspected and copies of such documents will, when published, be available free of charge on the Group's Launch Pad my.energyblocks.nl, are available together with this Investment Memorandum for each offering of bonds, but are not necessarily incorporated by reference herein:

- the AFM Registration Document;
- The Articles of Association of the Issuer;
- The unaudited annual accounts, including any notes thereto, for the financial year ended 31 December 2023 of the Guarantor and the Issuer;
- The Company's Terms of Service in relation to the use and interaction between the Group and its investors by means of its offering software.

Incorporation by reference

The Articles of Association of the Issuer are incorporated in this Investment Memorandum by reference and, as such, form part of this Investment Memorandum.

Publication

The Issuer will publish the issues available for sale and the results of each offering thereof via the website my.energyblocks.nl. On the date of purchase, the Bondholder receives a confirmation of the investment. The publication of the applicable terms (as

set forth in the Tap Issue Addendum for that issue) will be available once the bonds become available for sale and will be published on the Company's website and launch pad.

Options or preferential rights in respect of the Issuer's shares

The Company is not party to any contract or arrangement (or proposed contract or arrangement), whereby an option or preferential right of any kind is (or is proposed to be) given to any person to subscribe in any of the shares of the Issuer.

Expenses

The expenses, commissions and taxes related to the Issue are estimated at a maximum of approximately EUR 25,000 and include, among other items, legal and administrative expenses, blockchain related transaction fees, applicable placement fees as well as publication costs and applicable taxes, if any.

Users of blockchains are required to pay fees that are customary for transactions in the blockchain when transferring the Bonds. Blockchain related transaction fees are not set by the Company. These fees are related to making transactions on the blockchain of choice and using their services. These fees are generally not fixed. Such fees are not set by the Issuer. Transaction fees are visible on third party websites such as <https://etherscan.io/gastracker>.

No incorporation of website

Prospective investors should only rely on the information that is provided in this Investment Memorandum or incorporated by reference into this Investment Memorandum. No other documents or information, including the contents of the Company's launch pad (my.assetblocks.com), websites accessible from hyperlinks on the Company's website or any other website referred to in this Investment Memorandum, form part of, or are incorporated by reference, into this Investment Memorandum. This Investment Memorandum, Registration Document and the Articles of Association, Annual Accounts, the contents of the Company's launch pad, websites accessible from hyperlinks on the Company's website and any other websites referred to in this Investment Memorandum have not been approved by the AFM.

Sustainability Ratings

Green Bond Framework

The Group has adopted a Green Bond Framework in accordance with ICMA's Green Bond Principles. This includes the suitability of processes to select funded projects, transparency as well as the Issuer's own sustainability. T

The Issuer has not yet requested a Second Party Opinion (SPO) to evaluate its ecological and social impact by means of its Green Bond Framework. The Issuer may opt to request second opinions on its issuance of new bonds under the Group's Green Bond Framework. Further information on sustainability rating of the bond issues of the Issuer will become available on the Company's website (www.energyblocks.nl) and launch pad (my.energyblocks.nl).

In connection with the 2020 Green Bond issued by First Green Capital Investments 1 GmbH, a wholly owned subsidiary of First Green Capital Holding GmbH, and controlled by the Company, did request an SPO and received an above average rfu-sustainability rating; B+. This B+ rating is the equivalent of the top 15% of all businesses with regards to their ecological and social impact. This can be attributed most importantly to its strategic focus on ecological impact investment and its contribution to energy transition and efficiency. Social themes and stakeholders are of lesser significance.

The SPO was conducted by Reinhard Friesenbichler Unternehmensberatung (rfu), an Austria based provider of sustainability research, audits for sustainable financial products and other services related to sustainable investment, which was founded in 1997. The evaluation of the Issuer's sustainability is carried out by means of the "rfu Sustainability Rating Model". It is based on six stakeholder groups (employees, society, customers, market partners, investors, and environment) and supplemented by a value chain analysis of the products or services. Overall, the rfu Sustainability Model includes about 100 single criteria, which are operationalized by approximately 400 quantitative and qualitative indicators.

Corporate Sustainability

The Company has, in addition to the review of its Green Bond Framework and subsequent issuance of Bonds under that framework by the Issuer, requested a sustainability rating for the Group to evaluate its ecological and social impact by a corporate sustainability rating. This includes the suitability of processes to select funded projects, transparency as well as the

Issuer's own sustainability. The rating is conducted by Reinhard Friesenbichler Unternehmensberatung (rfu) by means of the "rfu Sustainability Rating Model".

The Group receives an rfu-sustainability rating of "ba". The "ba" rating is an indicative rating as opposed to a formal rating and is equivalent to a potential formal rating ranging between B and A-. With the score of +3.2 the Company is "qualified" in the rfu sustainability rating. The indicative rating has been assigned due to the lack of sufficient datapoints for the rater to assign a formal rating, which is a result of limited historical data. This rating is indicative of a rating equivalent to a top 20% of all businesses with regards to their ecological and social impact. This can be attributed most importantly to its strategic focus on ecological and societal impact and its contribution to energy transition and efficiency. The Company's outlook is positive, and recommendations were made for further improvement of the rating currently assigned. The rfu rating letter is available on my.energyblocks.nl.

Limitations of certification

No assurance or representation is given by the Issuer as to the suitability or reliability for any purpose whatsoever of the sustainability rating or the second party opinion. For the avoidance of doubt, any such opinion or certification (i) is not, nor shall be deemed to be, incorporated in and/or form part of this Investment Memorandum, (ii) is not, nor should be deemed to be, a recommendation by the Issuer or any other person to buy, sell or hold any Bonds and (iii) would only be current as of the date that it was initially issued. Prospective investors must determine for themselves the relevance of any such opinion or certification, the information contained therein and the provider of such opinion or certification for the purpose of any investment in the Bonds.

13. GLOSSARY OF TERMS

The following list of terms is not intended to be an exhaustive list of definitions, but provides a list of certain (industry) terms used in this Investment Memorandum.

API	Application programming interface, a set of definitions allowing computer programs to communicate with each other.
Company	ABLX Holding B.V. with its registered office in Amsterdam acting under the trade name Energyblocks.
Class(es) of Shares	Tracking stock issued by the asset holding company of the Group, Energyblocks B.V., tracking the performance of designated asset operating subsidiaries.
DACH region	The abbreviation DACH stands for D — Deutschland (Germany), A — Austria, CH — Confœderatio Helvetica (Switzerland). Therefore, it refers to German-speaking Europe.
EPC	Engineering, procurement and construction contracts are a type of turnkey contracts often used in the construction of large infrastructure projects.
Feed-in tariffs	Policy driven prices for producers of renewable energy guaranteed by government.
Fungible token	Assets represented by tokens that are divisible and non-unique similar to a currency such as the euro, where one euro can be interchanged with another euro like for like, or a cryptocurrency where one bitcoin can be interchanged with another bitcoin like for like.
GW	Gigawatt.
Group	The Company and its subsidiaries that together form the Energyblocks group of companies and operate under the trade name Energyblocks.
IPEV guidelines	The International Private Equity and Venture Capital Valuation (IPEV) Guidelines which set out recommendations and best practices on the valuation of Private Capital Investments.
Launch Pad	The offering and distribution software integrated in the investor relations pages of the Company utilized by the Issuer to offer and service the Bonds, which also functions as the investor relations page of the Company for all security issuance of the Group, available at my.energyblocks.nl .
PPA	Power Purchase Agreement, a long-term contract between a producer of energy and a customer.
Reference Currency	Currency of denomination of the Bonds. Investments in the Bonds and interest payments related to the Bonds are paid in the Reference Currency, being the euro.
Security token	A security token represents the rights of ownership, transfer of value or promise of returns, similar to a classic security, but with the distinction that they are tokenized on a blockchain.
SPV	Special purpose vehicle, a legal entity in a specific jurisdiction holding assets or a group of assets.
Self-custodial	With a self-custodial wallet, provided by trusted wallet providers, investors manage their own private keys and have complete control over their assets. With custodial wallets a third party controls the private keys and has custody over the investor's assets.
Wallet	Wallets store the private keys — the passwords that give access — to assets registered on a blockchain.