

ACCOR, s.r.o
Ohradní 61, Praha 4
Authorization of the Chamber of Auditors
of the Czech Republic No. 110
Company Registration No 611 69 315

Auditor's Report

on Financial Statements

on the date of 31 December 2016

Innovative Commerce a.s.

Independent Auditor's Report on Financial Statements for the year 2016

Recipients of the Report:

Shareholders of the Company

Trade name:

Innovative Commerce a.s.

based at Varšavská 715/36, 120 00 Praha 2

registered in the Companies Register at the Municipal Court in Prague,

Part B, Entry 16444

Company Id No.

247 29 353

Subject of business:

production, trade and services not specified in Anexes 1-3 of Licensing Act

Audit period:

FY 2016

Subject and purpose of audit:

Financial Statements as of 31 December 2016 in accordance with Accounting Act No. 563/1991 Coll., Decree No. 500/2002 Coll., which implements certain provisions of Accounting Act No. 563/1991 Coll., as amended, for accounting entities that are businesses maintaining double-entry bookkeeping and Czech

Accounting Standards

Auditors:

ACCOR s.r.o.

based at Ohradní 61, 140 00 Prague 4

registered in the Companies Register at the Municipal Court in Prague,

Part C, Entry 48144

Authorization of the Chamber of Auditors of the Czech Republic No. 110

Statutory Auditor:

JUDr. Jana Fialová

Authorization of the Chamber of Auditors of the Czech Republic No. 2087

Report date:

8 May 2017

Auditor's Opinion

We have audited the accompanying financial statements of Innovative Commerce a.s. based on Czech accounting standards, which comprise the balance sheet as at 31 December 2016, the income statement for the year that ended 31 December 2016 and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

Without express a qualified opinion, we note the fact that the financial statements at 31 December 2016 show operational result for the year 2016 -385 thous. CZK. Company loss in the accumulated amount is 19.077 thous. CZK. The equity of the company is -14 thous. CZK. We recommend the management of the company to adopt in the following period such measures to be calling into question the assumption of going concern.

In our opinion, the financial statements give a true and fair view of the financial position of the Company Innovative Commerce a.s. as at 31 December 2016 and its financial performance and its cash flows for the year then ended 31 December 2016 in accordance with accounting principles generally accepted in the Czech Republic.

Basis for Opinion

We conducted our audit in accordance with the Act on Auditors and Auditing Standards of the Chamber of Auditors of the Czech Republic, which are International Standards on Auditing (ISAs), as amended by the related application clauses. Our responsibilities under this law and regulation are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Act on Auditors and the Code of Ethics adopted by the Chamber of Auditors of the Czech Republic and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information in the Annual Report

The other information comprises the information included in the Annual Report, other than the financial statements and auditor's report thereon. The Board of Directors is responsible for the other information.

Our opinion on the financial statements does not cover the other information. In addition, our responsibility is to report, based on the knowledge and understanding of the Company obtained in the audit, on whether the other information contains any material misstatement of fact.

By the date of our report we did not receive any other information and therefore we do not comment on them.

Statutory Body's Responsibility for the Financial Statements

The Board of Directors is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the Czech Republic and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the above mentioned laws and regulations will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with the above law or regulation, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that
 are appropriate in the circumstances, but not for the purpose of expressing an opinion on the
 effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the
 disclosures, and whether the financial statements represent the underlying transactions and events in a
 manner that achieves fair presentation.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

In Prague on 8 May 2017

ACCOR s.r.o.
Ohradní 61, Prague 4
Licence of the Chamber
of Auditors of the Czech I

of Auditors of the Czech Republic No. 110

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Licence of the Chamber

of Auditors of the Czech Republic

No. 2087

BALANCE SHEET

in full form

as at 31.12.2016

(in thousands of CZK)

Reg. No.									
2	4	7	2	9	3	5	3		

Name and Address of the Accounting Entity

Innovative Commerce a.s.

Varšavská 715/36 Praha 12000

Class	ASSETS	Current Accounting Period			Previous Accounting Period	
a	ь	Gross 1	Adjustment 2	Net 3	Net 4	
	TOTAL ASSETS (A. + B. + C. + D.)	64		64	427	
	Receivables from Subscriptions					
	Fixed Assets (B.I. + B.II. + B.III.)					
3.l.	Intangible Fixed Assets (Sum B.I. 1. to B.I.5.)					
1.	Intangible Research and Development					
2.	Valuable Rights					
2.1.	Software					
2.2.	Other Valuable Rights					
3.	Goodwill					
4.	Other Intangible Fixed Assets					
5.	Advance Payments for Intangible Fixed Assets and Intangible Fixed Assets under Construction					
5.1.	Advance Payments for Intangible Fixed Assets					
5.2.	Intangible Fixed Assets under Construction					
B.II.	Tangible Fixed Assets (Sum B.II.1. to B.II.5.)					
1.	Land and Buildings and Constructions					
1.1.	Land					
1.2.	Buildings and Constructions					
2.	Tangible Movable Assets and Their Sets					
3.	Adjustments to Acquired Assets					
4.	Other Tangible Fixed Assets					
4.1.	Permanent Growth					
4.2.	Breeding and Draught Animals					
4.3.	Other Tangible Fixed Assets					
5.	Advance Payments for Tangible Fixed Assets and Tangible Fixed Assets under Construction					
5.1.	Advance Payments for Tangible Fixed Assets					
5.2.	Tangible Fixed Assets under Construction					



Oleve	ASSETS	Cur	Current Accounting Period				
Class	ь	Gross	Adjustment 2	Net 3	Net 4		
a B.III.	Financial Investments (Sum B.III.1. to B.III.7.)						
	Shares - Controlled and Managed Organizations						
	Loans - Controlling and Managing Organization						
	Shares - Substantial Influence						
	Loans - Substantial Influence						
	Other Securities and Deposits						
	Loans - Other						
	Other long-term financial assets						
7.1.	Other long-term financial assets						
7.2.	Advance Payments on Long - term Financial Investments						
C.	Current Assets (C.I. + C.II. + C.III. + C.IV.)	64		64	427		
C.I.	Inventory (Sum C.I.1. to C.I.6.)						
1.	Materials						
2.	Work in Progress						
3.	Finished Products and Purchased Goods						
3.1.	Finished Products						
3.2.	Purchased Goods						
4.	Animal Stock						
5.	Advance Payments for Inventory						
C.II	Receivables (Sum C .II.1. to C.II.8.)	55		5.5	5 417		
1.	Long-term Receivables						
1.1.	Trade Receivables						
1.2.	Receivables - Controlling and Managing Organization						
1.3.	Receivables - Substantial Influence						
1.4.	Deferred tax Receivables						
1.5.	Receivables - Other						
5.1.	Receivables from Partners						
5.2.	Long-term Advance Payments						
5.3.	Estimated Receivables						
5.4.	Other Receivables						



	ASSETS	Cur	rrent Accounting Perio	od	Previous Accounting Period
Class	b	Gross 1	Adjustment 2	Net 3	Net 4
	Short-term Receivables	55		55	417
	Trade Receivables				
2.2.	Receivables - Controlling and Managing Organization				
2.3.	Receivables - Substantial Influence				
2.4	Receivables - Other	55		55	417
4.1.	Receivables from Partners				
4.2.	Social Security and Health Insurance				
4.3.	State - Taxation Receivables				
4.4.	Prepayments				
4.5.	Estimated Receivables				
4.6.	Other Receivables	55		55	417
C.III.	Short-term Financial Assets (C.III.1. + C.III.2.)				
1.	Shares in Controlled and Managed Organizations				
2.	Other Short-term Financial Assets			0	10
C.IV.	Cash (C.IV.1. + C.IV.2)	9		9	
1.	Cash in hand	9		9	
2.	Cash in bank accounts				
D.	Accruals (Sum D.1. to D.3.)				
1.	Deferred Expenditure				
2.	Complex Deferred Expenditure				
3.	Deferred Income				



Class	LIABILITIES	Balance in the Current Accounting Period	Balance in the Previous Accounting Period
а	b	5	6
	TOTAL LIABILITIES (A + B. + C. + D.)	64	427
A.	Shareholders' Equity (A.I. + A.II. + A.III. + A.IV. + A.V.1. + A.V.2.)	-14	371
A.I.	Registered Capital (A.I.1. +A.I.2. + A.I.3.)	4 063	4 063
1.	Registered Capital	4 063	4 063
2.	Own Ownership Interests		
3.	Changes in Registered Capital		
A.II.	Premium and Capital Funds (A.II.1. + A.II.2.)	15 000	15 000
1.	Premium	15 000	15 000
2.	Capital Funds		
2.1.	Other Capital Funds		
2.2.	Differences form Revaluation of Assets and Liabilities		
2.3.	Revaluation of Transformations Business Corporations		
2.4.	Differences Transformation of Corporations		
2.5.	Differences from Valuation Transformations Business Corporations		
A.III.	Profit Funds (A.III.1. +A.III.2.)		
1.	Other Reserve Fund		
2.	Statutory and Other Funds		
A.IV.	Profit / Loss Brought Forward (Sum A.IV.1. to A.IV.3.)	-18 692	-18 552
1.	Undistributed Profit of Previous Years		
2.	Accumulated Losses of Previous Years	-18 692	-18 552
3.	Another economic result of previous years		
A.V.	Retained Profit / Loss of the Current Financial Year /+ -/	-385	-140
A.VI.	Decisions on Advances for Payment of Profit Sharing /-/		
B. + C.	Liabilities (B. + C.)		56
B.	Reserves (Sum B.1. to B.4.)		
1.	Reserve for Pensions and Similar Liabilities		
2.	Income Tax Reserve		
3.	Legal Reserves		
4.	Other Reserve		



Class	LIABILITIES	Balance in the Current Accounting Period	Balance in the Previous Accounting Period
a	b	5	6
	Payables (C.I. + C.II.)	78	56
	Long-term Payables (Sum C.I.1. to C.I.9.)		
ı.	Issued Bonds		
1.1.	Convertible bonds		
1.2.	Other Bonds		
2.	Dues to credit institutions		
3.	Long-term Advences Received		
4.	Trade Payables		
5.	Long Term Bonds Due		
6.	Payables - Controlling and Managing Organization		
7.	Payables - Substantial Influence		
8.	Deffered Tax Payables		
9.	Payables – Other		
9.1.	Payables from Partners		
9.2.	Estimated Payables		
9.3.	Other Payables		
C.II.	Short-term Payables (Sum C.II.1. to C.II.8.)	78	50
1.	Issued Bonds		
1.1.	Convertible bonds		
1.2.	Other Bonds		
2.	Dues to credit institutions		
3.	Short-term Advences Received		
4.	Trade Payables	67	5
5.	Short Term Bonds Due		
6.	Payables - Controlling and Managing Organization		
7.	Payables - Substantial Influence		
8.	Payables – Other	11	
8.1.	Payables from Partners		
8.2.	Short-term Borrowings		
8.3.	Employee Related Liabilities		
8.4.	Social Security and Health Insurance Liabilities		
8.5.	State - Taxation Liabilities and Subsidies		
8.6	Estimated Payables	2	
8.7.	Other Payables	9	
D.	Accruals (D.1. +D.2	.)	600
1.	Accrued Expenses	/	CCOR S.CO
2.	Deferred Revenue	/	

Prepared on: 28.4.2017

Legal form of the Accounting Entity: AKCIOVÁ SPOLEČNOST

Subject of Business:

Signature:

PROFIT AND LOSS ACCOUNT by Type

in full

as on 31.12.2016

(in	thous	ar	nds	3 (of	CZ	ZK)		_	_
Reg. No.										
	2	4	7	2	9	3	5	3		

Name and Address of the Accounting Entity

Innovative Commerce a.s.

Varšavská 715/36 Praha 12000

Class	TEXT	Result in the Acco	ounting Period
Class	b	Current 1	Last 2
a	Sales of Own Products and Services		
_			
	Sales of goods Consumption from production (sum. A.1. to A.3.)	169	132
_	Consumption from production		
	Cost of goods sold		
-	Consumption of material and energy	169	132
	Services		
	Increase/decrease in finished goods and in work in progress		
	Own work capitalized (sum C.1. to C.4.)		13
).	Staff costs (Sum C.1. to C.4.)		10
	Wages and salaries		3
	Social security and health insurance costs and other costs		3
2.1.	Social security and health insurance costs		
2.2.	Other social costs	212	
E.	Adjustment of values in operating activities (sum E.1. to E.3.)	219	
E. 1.	Adjustment of values of intangible and tangible assets		
1.1.	Adjustment of values of intangible and tangible assets - permanent		
1.2.	Adjustment of values of intangible and tangible assets - temporary		
2.	Adjustment of values of inventories		
3.	Adjustment of values of receivables	219	
III.	Other operating income (sum III.1. to III.3.)		
1.	Proceeds on sale of fixed assets		
2.	Proceeds on sale of material		
3.	Other operating income		
F.	Other operating expenses (sum F.1. to F.5.)	1	
F. 1.	Net book value of fixed assets sold		
2.	Net book value of material sold		
3.	Taxes and fees relating to operating activities		
4.	Provisions and adjustments relating to operating activities and complex deferred expenses	/5	COR
5.	Other operating expenses	M	. \
*	Profit / loss from operating activities (+/-)	-389	-14
		3/4	67169315 67169315

Olars	TEXT	Result in the Account	ing Period
Class	b	Current 1	Last 2
a	Revenues from long-term investments (sum IV.1. to IV.2.)		
IV.	Revenues from investments in subsidaries		
1.			
2.	Other revenues from investments		
G.	Expenses spend on investments sold Revenues from other long-term investments (sum V.1. to V.2.)		
V.	Reveiles from other long terms.		
1.	Revenues from other long-term investments in subsidaries		
2.	Other revenues from long-term investments		
H.	Expenses related to other long-term financial assets		
VI.	Interest income and similar income (sum VI.1. to VI.2.)	12	13
1.	Interest income and similar income in subsidaries		10
2.	Other interest income and similar income	12	13
I.	Adjustments relating to financial activities		
J.	Interest expense and similar expenses (sum J.1. to J.2.)		
J. 1.	Interest expense and similar expenses in subsidaries		
2.	Other interest expense and similar expenses		
VII.	Other financial revenues		
K.	Other financial expenses	8	8
*	Profit / loss from financial activities	4	5
**	Profit / loss before tax	-385	-140
L.	Income tax (sum L.1. to L.2.)		
L. 1.	Due		
2.	Deferred (+/-)		
**	Profit / loss after tax (+/-)	-385	-140
M.	Transfer of profit to partners (+/-)		
***	Profit / loss for the period (+/-)	-385	-140
	Netto turnover for the period = I. + II. + III. + IV. + V. + VI. + VII:	12	13

Prepared on: 28.4.2017

Legal form of the Accounting Entity: AKCIOVÁ SPOLEČNOST

Subject of Business:

Signature:



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

Name of the Company: Innovative Commerce a.s.

Registered Office: Varšavská 715/36, Vinohrady, 120 00 Praha 2

Legal Status: Joint stock company

Corporate ID: 247 29 353



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1. GENERAL INFORMATION

1.1. Incorporation and Description of the Business

Innovative Commerce a.s. (hereinafter the "Company") was formed by a Deed of Association of Founder's Deed as a joint stock company on 2 August 2010 and was incorporated following its registration in the Register of Companies held by the Court in Prague on 30 August 2010 The principal activities of the Company are trade and services not specified in appendices 1 to 3 of the Trade Licensing Act.

1.2. Year-on-Year Changes and Amendments to the Register of Companies

	Original entry	New entry		
Member of Board of Directors	Solar Power to the People Coöperatief U.A. Amsterdam, Barbara Strozzilaan 201, Netherlands Registration number: 51462354	ARDAR SPOLKA Z OGRANICZONA ODPOWIEDZIALNOSCIA Warsaw, Marszalkowska 58, Poland Registration number: 0000650101		
Member of Supervisory Board	Solar Power to the People S.a.r.l. L-2449 Luxembourg, 11 – boulevard Royal, Luxembourg Registration number: B177602	DARRA SPOLKA Z OGRANICZONA ODPOWIEDZIALNOSCIA Warsaw, Marszalkowska 58, Poland Registration number: 0000650518		
	Represented by	Represented by		
	GEORG HOTAR, (21. 4. 1975) 1190 Wien, Huleschgasse 13, Austria	MATEUSZ KIERZKOWSKI,(29. 3. 1986) 09-402 Plock, Plac Obroncow Warszawy 6/8, Poland		
Shares	Number of shares: 2 031 500 pcs Nominal value CZK: 2,-	Number of shares: 101 575 000 pcs Nominal value CZK: 0,04		

1.3. BOARD OF DIRECTORS AND SUPERVISORY BOARD AT THE BALANCE SHEET DATE

Member of Board of Directors

ARDAR SPOLKA Z OGRANICZONA ODPOWIEDZIALNOSCIA Warsaw, Marszalkowska 58, Poland Registration number:0000650101

Represented by MATEUSZ KIERZKOWSKI, 29 March 1986 09-402 Plock, Plac Obroncow Warszawy 6/8, Poland

Member of Supervisory Board

DARRA SPOLKA Z OGRANICZONA ODPOWIEDZIALNOSCIA Warsaw, Marszalkowska 58, Poland Registration number: 0000650518

Represented by MATEUSZ KIERZKOWSKI, 29 March 1986 09-402 Plock, Plac Obroncow Warszawy 6/8, Poland



2. ACCOUNTING PRINCIPLES AND POLICIES

The Company's accounting books and records are maintained and the financial statements were prepared in accordance with the Accounting Act 500/2002 Coll., as amended; the Regulation 563/1991 Coll. which provides implementation guidance on certain provisions of the Accounting Act for reporting entities that are businesses maintaining double-entry accounting records, as amended; and Czech Accounting Standards for Businesses, as amended.

If the Company departs from Czech Accounting Standards, it is obliged to disclose the fact in this note including the reasons for the departures.

The accounting records are maintained in compliance with general accounting principles, specifically the historical cost valuation basis (unless stated otherwise), the accruals principle, the prudence concept and the going concern assumption.

The Company's financial statements have been prepared as of the balance sheet date 31 December 2016, for the year ended 31 December 2016.

The financial statements were prepared on 28 April 2017.

These financial statements are presented in thousands of Czech crowns (CZK '000), unless stated otherwise.

2.1. Receivables

Upon origination, receivables are stated at their nominal value as subsequently reduced by appropriate provisions for doubtful and bad amounts. Receivables acquired for consideration or through an investment are stated at cost less provisions for doubtful and bad amounts.

2.2. Payables

Payables are stated at their nominal value.

2.3. Loans

Loans are stated at their nominal value. The portion of long-term loans maturing within one year from the balance sheet date is included in short-term loans.

2.4. Foreign Currency Translation

Transactions denominated in foreign currencies during the year are translated using the exchange rate of the Czech National Bank a fixed exchange rate on the date of the transaction.

At the balance sheet date, the relevant assets and liabilities are translated at the Czech National Bank's exchange rate prevailing as of that date.

2.5. Borrowing Costs

All borrowing costs are recognised in the profit and loss account in the period in which they are incurred.

2.6. Revenue Recognition

Revenue is measured at the value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, value added tax and other sales related taxes.

2.7. Use of Estimates

The presentation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the reporting period. Management of the Company has made these estimates and assumptions on the basis of all the relevant information available to it. Nevertheless, pursuant to the nature of estimates, the actual results and outcomes in the future may differ from these estimates.

2.8. Cash Flow Statement

The cash flow statement is prepared using the indirect method. Cash equivalents include current liquid assets which are easily convertible into cash in an amount agreed in advance and not expected to be subject to material fluctuations in value over time.

Cash and cash equivalents can be analysed as follows:

cash and cash equivalents can be analysed as lone was		(CZK '000)
	31 December 2016	31 December 2015
Cash on hand and cash in transit	9	9
Cash at bank Overdraft balances of current accounts included in current bank loans		
Cash equivalents included in current financial assets	0	10
Total cash and cash equivalents	7	

Cash flows from operating, investment and financial activities presented in the cash flow statement are not offset.

2.9. Year-on-Year Changes in the Classification and Designation of Balance Sheet and Profit and Loss Account Items and their Substance

In preparing the financial statements the Company proceeded in line with Czech Accounting Standard No. 024 – Comparable Period for the Reporting Period Starting in 2016 and items were reclassified as follows:



3. ADDITIONAL INFORMATION

3. 1 Post Balance Sheet Events

No events occurred subsequent to the balance sheet date that would have a material impact on the financial statements.

