



Edison Power Europe Ltd.

# Corporate Governance Report 2016 Financial Statements 2016

# 16



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# Corporate Governance Report 2016

Edisun Power has high standards when it comes to effective Corporate Governance. This ensures responsible and transparent company leadership and management and contributes to our long-term success. It is the key to meeting the demands of our various stakeholder groups, including shareholders, customers, employees and the local communities in which we operate.

Corporate Governance describes how management is organized and how it operates. Ultimately it contributes to our success by protecting the interests of our shareholders while at the same time creating value for all

stakeholders. The Board of Directors is committed to maintaining the highest standards of integrity and transparency in the governance of the company. In this, it is guided by the Swiss Code of Best Practice and the most recent principles of Corporate Governance.

Good Corporate Governance seeks to balance entrepreneurship, control and transparency, while promoting an efficient decision-making process within the company. The Board of Directors and the Management Board work constantly to improve the quality of Corporate Governance.

## 1 Executive Summary

### Changes in share capital

As of December 31	2016	2015	2014
Ordinary share capital (in CHF)	17 949 818.80	17 949 818.80	17 949 818.80
Total shares	341 576	341 576	341 576

### Significant Shareholders as of December 31

	<b>2016</b> Number of Shares	<b>2016</b> in %	<b>2015</b> in %
Nef Hans	91 310	26.7 %	22.5 %
Eberhard Martin	40 134	11.8 %	12.3 %
Group of shareholders with Hansjürg Leibundgut and B35 AG	14 442	4.2 %	6.1 %
CoOpera Sammelstiftung PUK	10 750	3.1 %	3.1 %

### Auditors

The auditors are appointed annually at the General Assembly of Shareholders. The term of office is one year. PricewaterhouseCoopers AG, Zurich, was first appointed at the General Assembly of Shareholders of May 9, 2008 and has been reelected every year. Thomas Wallmer is serving as lead auditor since May 25, 2015.

### Shareholders' participation rights

- Each registered ordinary share bears one voting right at the General Assembly of Shareholders and entitlement to dividend payments.
- Extraordinary General Assemblies are convened by the Board of Directors if shareholders representing at least 10 % of the share capital request such meetings.

### Compensation in CHF

	<b>2016</b>
Total compensation of the Board of Directors	71 039
Total compensation of the Management Board	397 937

### Highest total compensation in CHF

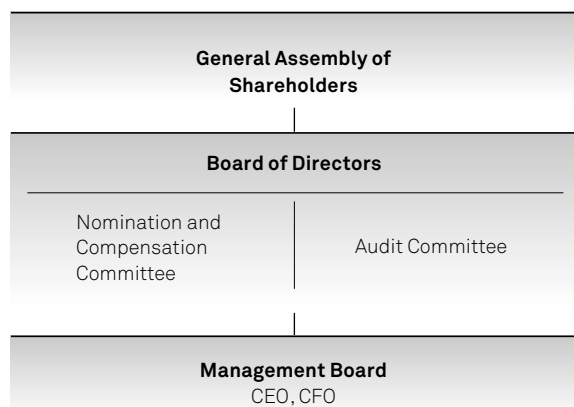
	<b>2016</b>
Board of Directors:	
Rainer Isenrich	29 630
Management Board:	
Rainer Isenrich	266 047

## 2 Group Structure

### Operational Group structure

The headquarter of Edisun Power Group is in Zurich, Switzerland. Group subsidiaries operate in Switzerland, Germany, Spain and France. Edisun Power Europe Ltd. is the parent company and has been listed on the domestic segment of the SIX Swiss Exchange since November 4, 2013, having previously been listed on the main segment since the IPO in 2008.

The following chart shows the Group's operational structure as of December 31, 2016:



### Listed companies

Apart from Edisun Power Europe Ltd. no other companies belonging to the consolidated Edisun Power Group have equity securities listed on a stock exchange.

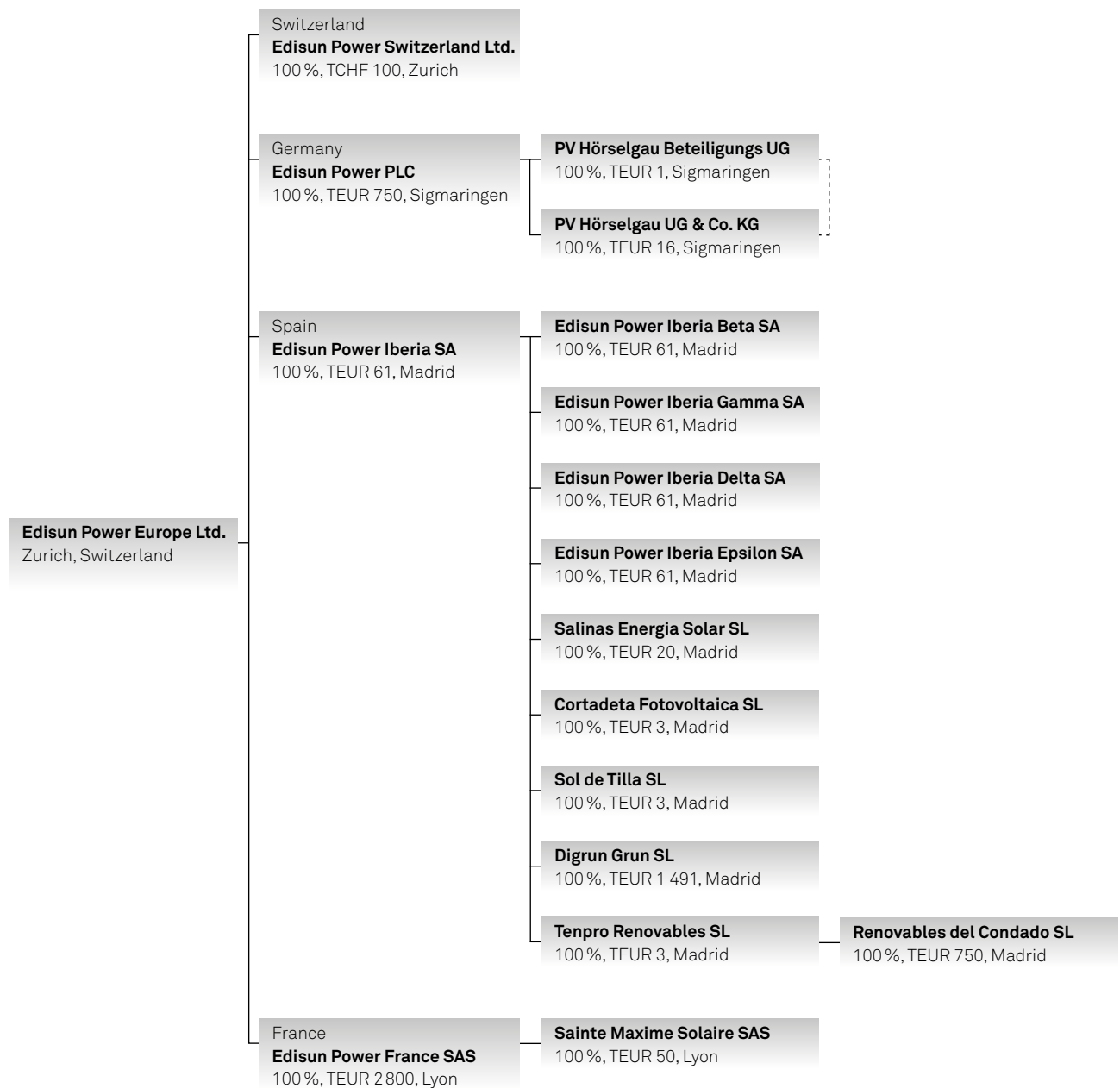
### Key data for the shares of Edisun Power Europe Ltd. as of December 31:

	2016	2015	2014
Market capitalization (CHF m)	16.0	14.5	12.0
As a % of equity	169.2	165.9	98.4
Share price (CHF)	46.70	42.50	35.00

Registered office:	8006 Zurich, Switzerland
Listing:	SIX Swiss Exchange
Valor number:	2 473 640
ISIN:	CH0024736404
Ticker symbol:	ESUN
Nominal value:	CHF 52.55

## Non-listed companies

The following organizational chart shows all the companies in the Edisun Power Group as of December 31, 2016 (share of ownership, share capital in local currency and registered office):



## 3 Shareholders

### Registered shareholders

As of December 31, the holdings of registered shareholders were distributed as follows:

<b>Number of shares held</b>	<b>2016</b>	<b>2015</b>
1 – 100	367	385
101 – 1 000	295	304
1 001 – 10 000	25	24
10 001 – 100 000	3	4
<b>Total registered shareholders</b>	<b>690</b>	<b>717</b>

### Significant shareholders / Groups of shareholders

As of December 31, the significant shareholders and their holdings were as follows:

	<b>2016 shares</b>	<b>2016 % of total</b>	<b>2015 % of total</b>
Nef Hans	91 310	26.7 %	22.5 %
Eberhard Martin	40 134	11.8 %	12.3 %
Group of shareholders with Hansjürg Leibundgut and B35 AG	14 442	4.2 %	6.1 %
CoOpera Sammelstiftung PUK	10 750	3.1 %	3.1 %
Registered shareholders with holdings of less than 3 %	151 441	44.4 %	47.3 %
Not registered	33 499	9.8 %	8.7 %
<b>Total shares</b>	<b>341 576</b>	<b>100.0 %</b>	<b>100.0 %</b>

The following significant shareholder notifications occurred during 2016:

- On July 28, 2016, Hans Nef acquired shares in Edisun Power and therefore had a new total of 85 860 shares (25.1364%).

All significant shareholder notifications can be accessed on the SIX website ([www.six-swiss-exchange.com](http://www.six-swiss-exchange.com)).



### Shareholder structure

On December 31, the distribution of shareholders by type was as follows:

<b>Type</b>	<b>2016</b>	<b>2015</b>
Individual shareholders	81 %	82 %
Legal entities	3 %	6 %
Nominees, fiduciaries	6 %	3 %
Not registered	10 %	9 %
<b>Total</b>	<b>100 %</b>	<b>100 %</b>

On December 31, the distribution of shareholders by domicile was as follows:

<b>Origin</b>	<b>2016</b>	<b>2015</b>
Switzerland	89 %	90 %
Europe (other than Switzerland)	1 %	1 %
Not registered	10 %	9 %
<b>Total</b>	<b>100 %</b>	<b>100 %</b>

### Cross-shareholdings

Edisun Power Europe Ltd. has no cross-shareholdings with other companies.

## 4 Capital Structure

On December 31, 2016, the capital of Edisun Power Europe Ltd. was as follows:

Ordinary share capital (CHF)	17 949 818.80
Total shares	341 576

### Authorized share capital

The General Assembly of Shareholders held May 29, 2015, approved the creation of authorized share capital of 95 147 registered shares with a par value of CHF 52.55 per share. The Board of Directors decides on the conditions of the capital increase. According to the General Assembly of Shareholders of May 29, 2015, the subscription rights of shareholders may only be limited for the acquisitions of companies, parts of companies, equity stakes or employee benefit programs. The authorization granted to the Board of Directors to increase the company's share capital with the authorized share capital created, expires on May 29, 2017.

### Changes in share capital

As of December 31, the capital of Edisun Power Europe Ltd. comprises the following:

Changes in share capital	2016	2015	2014	2013	2012	2011	2010
Ordinary share capital (CHF)	17 949 818.80	17 949 818.80	17 949 818.80	17 949 818.80	34 157 600	34 157 600	34 157 600
Total shares	341 576	341 576	341 576	341 576	341 576	341 576	341 576
Authorized share capital (CHF)	5 000 000.00	5 000 000.00	-	-	-	-	-
Authorized shares	95 147	95 147	-	-	-	-	-

The authorized share capital of 95 147 registered shares created on May 29, 2015, at the General Assembly of Shareholders has not been used in 2016.

On May 7, 2013, the share capital was reduced as part of an initiative to eliminate losses on the balance sheet by reducing the nominal value of a share to CHF 52.55.

## Shares and participation certificates

Edisun Power Europe Ltd. registered shares have been listed on the SIX Swiss Exchange since September 26, 2008. Since May 7, 2013, the par value has been CHF 52.55 per share, and prior to that it was CHF 100.00 per share. The share capital is fully paid up. Each ordinary share bears one voting right at the General Assembly of Shareholders and entitlement to dividend payments.

Edisun Power Europe Ltd. has not issued any participation certificates.

## Profit sharing certificates

Edisun Power Europe Ltd. has not issued any profit sharing certificates.

## Limitations on transferability and nominee registrations

To be recognized as a shareholder with comprehensive rights, an acquirer of shares must submit an application for entry in the share register. The Corporation may refuse the entry in the share register if the applicant does not explicitly declare that it has acquired and will hold the shares in its own name and on its own account. Parties who act together are considered as one person. The Board of Directors may approve exceptions with good reason and no special quorum is required for such a decision.

## Granting exceptions in the year under review

During the reporting period, no exceptions to the above listed rules were granted by the Board of Directors.

## Admissibility of nominee registration

Nominees are persons who have filed an application for registration, and who do not expressly declare themselves to be holding shares for their own account, and with whom the Board of Directors has reached an agreement to this effect. The Board of Directors may enter a nominee in the register of shareholders when the nominee holds voting rights for up to 3% of the share capital recorded in the commercial register. When a nominee holds 3% or more of the share capital, the Board of Directors may enter shares held by the nominee in the register of shareholders if the nominee discloses the name, address and number of shares held by each person on whose account the shares are held.

Legal entities and associations that are linked through capital ownership or voting rights, through common management or in like manner, as well as individuals, legal entities or partnerships that act in concert, syndicate or in like manner with the intent to evade the entry restriction, are considered as one nominee within the meaning of this article.

## Procedures and conditions for cancelling statutory privileges and limitations on transferability

In the event that such a situation arises, an absolute majority of the votes represented at the General Assembly of Shareholders is sufficient to proceed with cancellation of statutory privileges and limitations on transferability.

## Convertible bonds and warrants/options

Edisun Power Europe Ltd. has not issued any convertible bonds, warrants or options.

## 5 Board of Directors

The Board of Directors may take decisions on all matters that are not reserved for the General Assembly of Shareholders. The Board of Directors is responsible for the ultimate management of the Company as well as for the ultimate supervision of the management. The Board of Directors' non-transferable and inalienable duties according to Swiss corporate law include the establishment of the organizational structure and the accounting system of the Company, financial control and financial planning, appointment and dismissal of management, overall supervision of management, preparation of the annual report, as well as the General Assembly of Shareholders and making legal notification in the event of qualified indebtedness. The Board of Directors can delegate the management entirely or in part to individual members of the Board of Directors or to third persons. To this end, the Company has enacted organizational regulations, which further detail the duties and competence of the Board of Directors in particular with regard to planning, regulation, supervision and personnel matters.

The Articles of Association restrict the number of group-external mandates for each member of the Board to 5 mandates for listed companies and 15 for other legal entities. Further, a maximum of 10 honorary positions in non-profit organizations are allowed.

Rainer Isenrich, holding both positions, Chairman and CEO, is the only executive member of the Board of Directors. The other members of the Board of Directors have not been members of the Executive Board during the three years prior to the reporting period, nor do any of them have material business relationships with companies in the Edisun Power Group.

### Rainer Isenrich, Chairman of the Board

born 1960, Swiss national  
executive member

Rainer Isenrich has been a member of the company's Board of Directors since May 29, 2015, and has been elected by the General Assembly of Shareholders to serve as the Chairman from that date.

He studied electrical engineering at the Swiss Federal Institute of Technology (ETH) Zurich, gained a master's degree in Management from Georgia Institute of Technology (Atlanta, USA) and completed further studies in Innovation Management at IMD in Lausanne. Rainer Isenrich has accumulated extensive international professional and management experience in a diverse range of industries and roles. From 1990 to 2005 he worked for Georg Fischer, where, among other positions, he served as Chief Information Officer from 1997-2000 and was head of various business units and divisions from 2000-2005. From 2005-2008 he was CEO of Multi-Contact Group and thereby also responsible for Multi-Contact's activities as the market leader in electrical connectors for photovoltaic modules. Subsequently Rainer Isenrich held various positions with automation specialist Infranor and plastics manufacturer Fischer Söhne AG.

He is member of the board of Verpama AG.

### Hans Nef, Vice-Chairman of the Board

born 1944, Swiss national  
non-executive member

Hans Nef has been a member of the company's Board of Directors since August 28, 2014, and has served as a Chairman ad interim from February 21 until May 29, 2015.

He graduated as an engineer from the Swiss Higher Technical Institute (HTL). Hans Nef started his own engineering firm (Ingenieurbüro H. Nef) in 1969, and with his company he was predominantly involved in urban civil engineering and water supply for the public utilities of the city of Zurich. In 1984 he founded Primag Management AG, which operates in the areas of property management and sales, construction management and the realisation of various building projects (multiple-family homes and industrial buildings) as well as in the hotel industry (as the operator of two hotels).

Hans Nef was a member of the board of directors of Galenica AG. He is currently a board member of Ingenieurbüro H. Nef AG, Primag Management AG, Nef Weine AG and Freetex AG in Zurich as well as of UTA Immobilien AG in Baden.

### **Fulvio Micheletti, Member of the Board**

born 1957, Swiss and Italian  
non-executive member

Fulvio Micheletti has been a member of the company's Board of Directors since May 29, 2015.

Fulvio Micheletti began his career in 1973 with a commercial apprenticeship at the Swiss Bank Corporation, and went on to spend almost 40 years at the bank, (which became UBS following a merger in 1998), in various management positions. Most recently, as director for corporate clients, he had overall responsibility for the bank's business customers in Switzerland. He studied at the American Institute of Banking and Finance in New York (1982-1984), at the Swiss Finance Institute in Zürich (1991-1994) as well as at the Wharton Business School (University of Pennsylvania) in Philadelphia (1996). In subsequent years he attended numerous internal training seminars on leadership and management within UBS. Fulvio Micheletti has been an independent business consultant since 2012 and

has taken on directorships at several medium-sized Swiss companies. He is also an established expert financial specialist and coach for the Swiss Economic Forum.

Fulvio Micheletti was a board director and the CEO of the Federation of Swiss Finance Directors (VSF) (2007-2011) and a non-executive director of Würth Finance International B.V. (2007-2011). Since 2012 he has served on the boards of Priora Holding AG and AgricoGas AG

### **Election procedure and limits on the term of office**

The Articles of Association of Edisun Power Europe Ltd. provide that the Board of Directors consists of three to nine members. As of December 31, 2016, the Board of Directors had three members. The members of the Board of Directors are elected individually at the General Assembly of Shareholders. All members are elected for a period of one year. The term ends on the day of the General Assembly of Shareholders. In the event that a substitute is elected to the Board of Directors during a term, the newly elected member finishes the term of his or her predecessor. Re-election for successive terms is possible.

### **Allocation of tasks within the Board of Directors**

The Chairman is elected by the General Assembly of Shareholders, which also elects the members of the Nomination and Compensation Committee. Apart from these functions, the Board appoints itself and its Secretary. The secretary need not be a member of the Board of Directors or a shareholder. Since October 1, 2014, Reto Simmen, CFO of the Group, has been Secretary of the Board of Directors.

The adoption of resolutions by the Board of Directors requires an absolute majority of the votes cast. In the

event of a tie, the chairman of the Board of Directors has the deciding vote. Resolutions to a motion may also be reached in writing if no member of the Board of Directors objects to this process. Minutes of the deliberations and resolutions must be kept and must be signed by the Chairman and Secretary of the Board of Directors. The allocation of assignments between the Board of Directors and the CEO is defined in the Edisun Power Europe Ltd. Organizational Regulations. In accordance with the Organizational Regulations, the Board has appointed an Audit Committee.

### **Tasks and area of responsibility for Board of Director's committees**

The duties and authorities of the committees are defined in the Committee Charters of the Board of Directors of Edisun Power Europe Ltd. The committees report to the Board on their activities and findings. The overall responsibility for duties delegated to the committees remains with the Board. The committees were established during the course of the initial public offering in September 2008. Until then the entire Board of Directors was responsible for all duties.

### **Audit Committee**

As of December 31, 2016, the Audit Committee had three members: Fulvio Micheletti (Chairman of the Committee), Hans Nef and Rainer Isenrich. All members are independent, which ensures the degree of objectivity required for them to exercise their functions. The Audit Committee meets at least twice a year, or as often as required. In the year under review, two regular meetings of the Audit Committee were held. All of the meetings were attended by all members of the committee as well as by the head of Finance and Accounting as a guest. Furthermore, all meetings were also attended by the auditors. The average duration of the meetings was 48 minutes.

Within the context of its overall remit, the Audit Committee assesses the work and effectiveness of the external auditor on behalf of the Board of Directors, by evaluating their level of competence, independence, communication, quality of deliverables as well as fees. Furthermore, the Audit Committee assesses the financial control, the financial structure and risk management mechanisms of the company, and reviews the interim and annual financial accounts of the Group.

### **Nomination and Compensation Committee**

As of December 31, 2016, the Nomination and Compensation Committee, which was elected at the General Assembly of Shareholders, had three members: Fulvio Micheletti (Chairman of the Committee), Hans Nef and Rainer Isenrich. The Nomination and Compensation Committee meets at least once a year, or as often as required. In 2016 the Committee met four times during a regular Board meeting with an average duration of 14 minutes. The meetings were attended by all members of the Committee. Rainer Isenrich abstained from decisions on the compensation of the Management Board.

The primary tasks of this Committee are to review and propose the compensation structure and the amount of compensation for the members of the Board of Directors and the Management Board, to select and propose suitable candidates for election to the Board of Directors and for appointment to the Management Board. The Committee submits the relevant proposals and nominations to the Board of Directors.

### **Working methods of the Board of Directors and its Committees**

The Board of Directors convenes ordinary meetings as often as required by the business and the affairs of the Company. Additional meetings or telephone conferences are held as needed. The Board may pass resolutions if

the majority of its members is present (including presence via phone or electronic media), except with respect to resolutions regarding the implementation of capital increases, for which there is no statutory quorum. The Board of Directors held eight meetings and no telephone conference in 2016. Most ordinary meetings of the Board of Directors last half a day. The members of the Management Board take part regularly in meetings of the Board of Directors to report on special projects in their areas of responsibility. In addition, the Board of Directors receives monthly written reports on current projects, liquidity planning, sale of electricity and budget variances.

### Definition of areas of responsibility

The Board of Directors has delegated the day-to-day management of Edisun Power to the Executive Management, except as otherwise provided by law and the Articles of Association. The CEO heads the operational business and is empowered to fulfill his duties, unless otherwise provided by law, the Articles of Association or the organizational regulations. The specific tasks and areas of authority are specified in the organizational regulations and in the annex to the Company's organizational regulations.

The primary tasks reserved for the Board of Directors are the definition of principles and decisions concerning the subjects of corporate strategy, financial planning, organizational structure, human resources policy and supervision of top management. The Board of Directors is also responsible for the preparation of the annual report, the preparation for the General Assembly of Shareholders and the implementation of the resolutions adopted at General Assemblies of Shareholders. Last but not least, the Board approves the formal risk assessment which is required by Article 663b of the Swiss Code of Obligations. The Board has approved the design, implementation and maintenance of the Internal Control System required under applicable law.

### Information and controlling instruments vis-à-vis the Management Board

The Management Board reports regularly, during the Board and Committee meetings, to the Board of Directors on the course of business. Should extraordinary events occur, the Management Board is required to inform the Board of Directors immediately. In connection with meetings of the Board of Directors, the members of the Management Board report to the Board of Directors on their respective business areas.

The standardized reporting consists of monthly written reports on current sale of electricity, projects, liquidity planning and budget variances of the Group. The resulting analysis and action taken are presented at each Board meeting by the Management Board. Complete consolidated financial statements under Swiss GAAP ARR are prepared on a semi-annual basis and submitted to the Board of Directors.

Risk management analyzes the Group's overall risk exposure and supports the strategic decision-making process. It is therefore linked closely with the Group's strategic management process. The types of risks considered include those concerning the market, business environment, operations, financial risks (including currency, interest, cash-flow and liquidity risks), compliance and risks concerning company reputation. The examination of exposure to risk includes the identification of possible opportunities as well as an analysis of threats. The Board of Directors analyzes Group risk at least once a year and discusses it with the Management Board.

## 6 Management Board

The Management Board is responsible for the operational management of the company. Furthermore, it prepares for and then executes decisions made by the Board of Directors. According to the Organizational Regulations of Edisun Power Europe Ltd. it must, as a minimum requirement, include the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO). The Management Board is appointed by the Board of Directors and currently includes only the CEO and the CFO.

The Articles of Association restrict the number of group-external mandates for each member of the Management Board to 2 mandates for listed companies and 8 for other legal entities. Further, a maximum of 10 honorary positions in non-profit-organizations are allowed.

### Rainer Isenrich, CEO

born 1960, Swiss national

Rainer Isenrich has been CEO of Edisun Power since March 1, 2012. Since May 29, 2015 he was elected to be Chairman of the Board of Directors. From March 1, 2012 until April 30, 2016 he was additionally holding the position of CFO.

Rainer Isenrich studied electrical engineering at the Swiss Federal Institute of Technology (ETH) Zurich, gained a master's degree in Management from Georgia Institute of Technology (Atlanta, USA) and completed further studies in Innovation Management at IMD in Lausanne. Rainer Isenrich has accumulated extensive international professional and management experience in a diverse range of industries and roles. From 1990 to 2005 he worked for Georg Fischer, where, among other positions, he served as

Chief Information Officer from 1997-2000 and was head of various business units and divisions from 2000-2005. From 2005-2008 he was CEO of Multi-Contact Group and thereby also responsible for Multi-Contact's activities as the market leader in electrical connectors for photovoltaic modules. Subsequently Rainer Isenrich held various positions with automation specialist Infranor and plastics manufacturer Fischer Söhne AG.

He is member of the board of Verpama AG.

### Reto Simmen, CFO

born 1971, Swiss national

Reto Simmen joined Edisun Power on October 1, 2014 as head of finance and accounting. Effective May 1, 2016 he was elected by the Board of Directors to become a member of the Executive Board and Group CFO.

Reto Simmen is an Economics graduate (lic. oec. HSG), qualified as a CAIA (Chartered Alternative Investment Analyst) and has 20 years of experience in various functions in the area of corporate finance. After completing his studies in 1996, he began his career in corporate banking with Credit Suisse, and then worked as a corporate finance consultant with PricewaterhouseCoopers from 1999 to 2000. After that, he spent 10 years in investment banking as a financial analyst and partner with Swiss stockbroker NZB Neue Zürcher Bank. From 2010, Reto Simmen worked as an analyst for Rimesa Unternehmensberatungs AG, a consulting and investment firm, before joining Edisun Power Group on October 1, 2014.



## 7 Compensation and Remuneration Report

### Composition and method of determining compensation

The compensation principles of Edisun Power Europe Ltd. are based on performance. The compensation packages of Edisun Power Group employees comprise a fixed salary and a variable performance-related salary for middle and top management.

#### Fixed salary

The fixed salary is intended to give each employee a regular and predictable salary that does not depend on the annual performance of the employee or of Edisun Power Europe Group's business. Salary levels depend on job descriptions and market competitiveness as well as on the skills of each employee. Salaries are reviewed annually and their evolution depends on the individual performance of each employee.

#### Variable salary

In 2009 the Group introduced a variable salary component to middle and top management depending on job description and management level.

As of 2016, the variable salary component of the CEO is determined by the Nomination and Compensation Committee based on yearly objectives with a maximum amount being 30% of the fixed salary. Quantitative objectives, which are mainly based on the net result, determine 70% of the variable salary component. 30% are based on qualitative and strategic objectives.

The variable salary component of the CFO is determined at the discretion of the Nomination and Compensation Committee.

### Determination of compensation for members of the Board of Directors and the Management Board

Each year, at the General Assembly of Shareholders, a decision is made on the maximum total remuneration of the Board of Directors for the period until the next General Assembly of Shareholders, and on the compensation of the Management Board for the coming financial year.

If members join the Management Board during a period for which the remuneration has already been decided, or if they take on additional responsibilities, then the company is authorized to increase the total remuneration already agreed by a maximum of 37%.

The company does not grant credit or loans to members of the Board of Directors or the Management Board.

#### Board of Directors

According to the Articles of Association, all members of the Board of Directors receive a fixed fee. The total compensation of CHF 80 000 for the compensation until the next General Assembly has been approved by the General Assembly 2016. The total compensation includes all social benefits as well as other possible compensations. The Nomination and Compensation Committee sets the individual fixed fee for the Chairman and the members of the Board.

#### Management Board

The Management Board of Edisun Power Europe Ltd. consists of the CEO and the CFO. Its annual financial compensation consists of a fixed and a variable salary, with customary social benefits (employer's contribution)

and expenses. The fixed salary is paid in cash on a monthly basis (1/13th with the 13th salary in December) and the variable salary (if any) is paid in cash at the beginning of the next fiscal year. In case of a termination of the contract the variable part is paid out on a pro rata basis only in case of a termination by the company.

According to the Articles of Association the total compensation of CHF 500 000 for the year under review has

been approved by the General Assembly 2016. For 2016, a total Management Board bonus of CHF 30 000 was granted. No further compensation in shares or options of the Group was granted.

The employment contracts of the CEO and the CFO were concluded for an indefinite period of time and may be terminated with six months' notice. These contracts of employment do not include severance compensation.

## Remuneration Report according to Swiss Law and the Ordinance against Excessive Compensation in Stock Exchange listed Companies

This remuneration report is subject to the audit by the external auditors.

The following table shows compensation granted to the individual members of the Board of Directors for their activities in the year under review and in the previous year in CHF:

	Financial year	Fixed fee	Social benefits (employer's contribution)	Total cash compensation	Total compensation
Rainer Isenrich <sup>1)</sup> Chairman from 29.5.2015	2016	25 000	4 630	29 630	29 630
	2015	14 583	2 582	17 165	17 165
Hans Nef Vice-Chairman from 29.5.2015	2016	20 000	164	20 164	20 164
	2015	18 975	96	19 071	19 071
Fulvio Micheletti Member from 29.5.2015	2016	20 000	1 245	21 245	21 245
	2015	11 667	729	12 396	12 396
Hansjürg Leibundgut Chairman until 20.2.2015	2016	0	0	0	0
	2015	2 533	91	2 624	2 624
Elmar Ledergerber Member until 29.5.2015	2016	0	0	0	0
	2015	6 250	82	6 332	6 332

<sup>1)</sup> Due to the additional position of Chairman since May 29, 2015, the salary is split into a Board of Directors compensation and a Management Board compensation.

	2016	2015
Total compensation of the Board of Directors in CHF	71 039	57 588

The following table shows the compensation granted to the CEO and the CFO for their activities in the year under review and in the previous year in CHF:

	Financial year	Fixed salary	Variable salary	Social benefits (employer's contribution)	Expenses	Total compensation
Rainer Isenrich <sup>1)</sup>	2016	194 000	24 000	42 077	5 970	266 047
CEO	2015	210 417	20 000	47 103	11 800	289 320
Reto Simmen	2016	106 667	6 000	19 223	0	131 890
CFO from 1.5.2016	2015	–	–	–	–	–

<sup>1)</sup> Due to the additional position of Chairman since May 29, 2015, the salary is split into a Board of Directors compensation and a Management Board compensation.

	2016	2015
Total compensation of the Management Board in CHF	397 937	289 320

#### Additional payments to members of the Board of Directors and the Management Board

Neither in the reporting period nor in the previous year were additional fees paid for services on top of the ordinary compensation, nor were any loans awarded or guarantees given to members of the Board of Directors or the Management Board or persons closely linked to them.

#### Related parties transactions

There were no transactions with related parties in 2016 other than the ones disclosed on page 48 of the consolidated financial statements.



## ***Report of the statutory auditor to the General Meeting of Edisun Power Europe AG***

### ***Zürich***

We have audited the accompanying remuneration report of Edisun Power Europe AG (pages 18 - 19) for the year ended 31 December 2016.

#### ***Board of Directors' responsibility***

The Board of Directors is responsible for the preparation and overall fair presentation of the remuneration report in accordance with Swiss law and the Ordinance against Excessive Compensation in Stock Exchange Listed Companies (Ordinance). The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

#### ***Auditor's responsibility***

Our responsibility is to express an opinion on the accompanying remuneration report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report complies with Swiss law and articles 14–16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the remuneration report with regard to compensation, loans and credits in accordance with articles 14–16 of the Ordinance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements in the remuneration report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the remuneration report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### ***Opinion***

In our opinion, the remuneration report of Edisun Power Europe AG for the year ended 31 December 2016 complies with Swiss law and articles 14–16 of the Ordinance.

PricewaterhouseCoopers AG

A handwritten signature in blue ink, appearing to read 'TW', is written over a light blue horizontal line.

Thomas Wallmer  
Audit expert  
Auditor in charge

A handwritten signature in blue ink, appearing to read 'D. Sutter', is written over a light blue horizontal line.

Daniel Sutter  
Audit expert

Zürich, 11 April 2017

Enclosure: Remuneration report

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*PricewaterhouseCoopers AG, Birchstrasse 160, Postfach, CH-8050 Zürich, Switzerland  
Telefon: +41 58 792 44 00, Telefax: +41 58 792 44 10, www.pwc.ch*

PricewaterhouseCoopers AG is a member of the global PricewaterhouseCoopers network of firms, each of which is a separate and independent legal entity.

## 8 Shareholders' Participation Rights

### Voting rights and representation restrictions

Each registered ordinary share bears one voting right at the General Assembly of Shareholders and entitlement to dividend payments (Art. 6 para. 1 of the Articles of Association).

### Statutory quorums

To the extent that neither the law nor the Articles of Association provide otherwise, an absolute majority of share votes must be represented at the General Assembly of Shareholders for resolutions to be passed and elections to be conducted.

### Convocation of the General Assembly of Shareholders

The General Assembly of Shareholders is held within six months after the financial year is closed.

Extraordinary General Assemblies of Shareholders can be called as often as necessary, particularly in cases required by law.

General Assemblies of Shareholders are convened by the Board of Directors and, if necessary, by the auditors. Extraordinary General Assemblies of Shareholders are convened by the Board of Directors if shareholders representing at least 10% of the share capital request such meetings in writing, setting forth the items to be discussed and the proposals to be decided upon.

### Agenda

Shareholders who are entitled to vote and who represent at least 10% of the share capital may request items to be added to the agenda. Such requests must be addressed in writing to the Chairman of the Board of Directors no later than 45 days before the meeting.

### Entries in the share register

The closing date before the General Assembly of Shareholders for registered shareholders to be entered in the share register will be given each time in the invitation to the General Assembly of Shareholders.

### Changes of control and defense measures

There are no clauses relating to changes of control or defense measures.

## 9 Auditors

### Duration of the mandate and term of office of the lead auditor

During the General Assembly of Shareholders of May 9, 2008, PricewaterhouseCoopers AG were first appointed as auditors of Edisun Power Europe Ltd. and Edisun Power Group. They were elected following a due diligence process, mainly on the basis of their level of competence, their independence and their reputation as one of the “Big Four”. PricewaterhouseCoopers AG were originally elected for a term of one year and have been reappointed since. Due to the mandatory rotation of the lead auditor pursuant to the law OR Art. 730a Abs. 2, Patrick Balkanyi, who has been the lead auditor since 2008, has been followed by Thomas Wallmer in 2015. In accordance with Swiss law, the lead auditor can serve for a maximum term of seven years.

### Fees

The fees charged by PricewaterhouseCoopers to the Edisun Power Group during the financial years 2016 and 2015, were as follows (in CHF):

	<b>2016</b>	<b>2015</b>
Audit services	54 900	54 100
Other services	12 290	0
<b>Total</b>	<b>54 900</b>	<b>54 100</b>

Audit services are defined as the standard audit work that needs to be performed each year in order to issue opinions on the Consolidated Financial Statements of the Edisun Power Group as well as opinions on the local statutory accounts of Edisun Power Europe Ltd.

Other services include consulting, legal and tax support.

### Information instruments pertaining to the external audit

Prior to the start of the annual audit, PricewaterhouseCoopers present a detailed annual audit plan to the Audit Committee, including the proposed audit fees. At the end of the audit, PricewaterhouseCoopers present a detailed report to the Audit Committee on the conduct of the financial statements audit, the findings (if any) on significant financial accounting and reporting issues as well as the findings (if any) on the Group’s internal control system (ICS). The Audit Committee of the Board of Directors reviews the performance, compensation and independence of the external auditors on a regular basis. The Audit Committee regularly reports its findings to the Board of Directors.

## 10 Information Policy

The Edisun Power Group reports to shareholders, the capital market, employees and the public at large in a transparent and timely manner, concerning its strategy, its global activities and the current state of the company. We nurture an open dialogue with our most important stakeholders, based on mutual respect and trust. This enables us to promote an understanding of our objectives, strategy and business activities, and to ensure a high degree of awareness about our company.

As a listed company, Edisun Power Europe Ltd. is committed to disclosing facts that may materially affect the share price (ad-hoc disclosure, Art. 53 of the SIX listing rules). Members of the Board of Directors and the Management Board are subject to SIX rules on the disclosure of management transactions. These can be accessed on the SIX website ([www.six-swiss-exchange.com](http://www.six-swiss-exchange.com)).

The most important information tools are the annual and semi-annual reports, the website ([www.edisunpower.com](http://www.edisunpower.com)), the newsletter (subscription on: <http://www.edisunpower.com/en/home-en/investors-en/ad-hoc-press-release/subscribe-en>) and media releases, as well as the General Assembly of Shareholders.

## 11 Financial Calendar

### **May 12, 2017**

General Assembly of Shareholders of Edisun Power Europe Ltd. at Hotel Glockenhof in Zurich

### **August 25, 2017**

Publication of Semi-Annual Report as of June 30, 2017  
Media Information

### **April 2018**

Publication of the Annual Report as of December 31, 2017  
Media Information

### **May 2018**

General Assembly of Shareholders of Edisun Power Europe Ltd.

### **Contact**

Edisun Power Europe Ltd.  
Investor Relations  
Universitätstrasse 51  
8006 Zurich  
Switzerland  
Phone +41 44 266 61 20  
Fax +41 44 266 61 22  
E-Mail: [info@edisunpower.com](mailto:info@edisunpower.com)  
[www.edisunpower.com](http://www.edisunpower.com)

### **Investor Relations**

Rainer Isenrich

### **Share register**

Computershare Schweiz AG  
Baslerstrasse 90  
Postfach  
4601 Olten  
Switzerland

# Consolidated Financial Statements of Edisun Power Europe Ltd.



## Consolidated Balance Sheet

	Notes	31.12.2016 TCHF	31.12.2015 TCHF
<b>Assets</b>			
Cash and cash equivalents	7	8 320	1 426
Trade receivables	6	1 597	1 381
Other receivables and current assets	6	430	384
Financial assets		3	3
<b>Total current assets</b>		<b>10 350</b>	<b>3 194</b>
Land, plant and equipment	4	58 174	55 167
Intangible assets	5	104	52
Financial and other long term assets		813	882
<b>Total non-current assets</b>		<b>59 091</b>	<b>56 101</b>
<b>Total assets</b>		<b>69 441</b>	<b>59 295</b>
<b>Liabilities and equity</b>			
Borrowings	10	5 881	6 643
Trade payables	9	262	264
Other payables	9	287	281
Accrued cost	9	1 139	972
Income tax liabilities		379	159
<b>Total current liabilities</b>		<b>7 948</b>	<b>8 319</b>
Borrowings	10	51 630	41 833
Provisions	12	435	394
<b>Total non-current liabilities</b>		<b>52 065</b>	<b>42 227</b>
<b>Total liabilities</b>		<b>60 013</b>	<b>50 546</b>
Share capital	8	17 950	17 950
Share premium	8.1	- 2 185	- 2 185
Accumulated deficits and currency translation differences	8.3	-6 337	-7 016
<b>Total equity</b>		<b>9 428</b>	<b>8 749</b>
<b>Total liabilities and equity</b>		<b>69 441</b>	<b>59 295</b>

The notes are an integral part of these consolidated financial statements.

## Consolidated Income Statement

	Notes	2016 TCHF	2015 TCHF
Revenue from:			
sale of electricity	3	7 968	7 481
Other operating income		266	175
<b>Total revenues</b>		<b>8 234</b>	<b>7 656</b>
Personnel expenses	13	- 692	- 653
Rental and maintenance expenses		- 890	- 869
Administration expenses		- 373	- 445
Advertising expenses		- 4	- 8
Other operating costs		- 407	- 455
<b>Earnings before interest, tax, depreciation, amortization and deconsolidation (EBITDA)</b>		<b>5 868</b>	<b>5 226</b>
Depreciation and amortization	4, 5	- 3 013	- 2 636
Impairment	4	152	172
<b>Operating profit (EBIT)</b>		<b>3 007</b>	<b>2 762</b>
Financial income	14	34	29
Financial expenses	14	- 2 061	- 2 022
<b>Net profit before income tax</b>		<b>980</b>	<b>769</b>
Income tax	15	- 21	- 52
<b>Net profit</b>		<b>959</b>	<b>717</b>
attributable to shareholders of Edisun Power Europe Ltd.		959	717
Earnings per share attributable to shareholders of Edisun Power Europe Ltd. during the year (expressed in CHF per share):			
basic and diluted	16	2.81	2.10

The notes are an integral part of these consolidated financial statements.

## Consolidated Cash Flow Statement

	Notes	2016 TCHF	2015 TCHF
<b>Net profit</b>		<b>959</b>	<b>717</b>
Reversal of non-cash items:			
Depreciation and amortization on plant, equipment, intangible assets and other assets	4, 5	3 013	2 636
Impairment	4	- 152	- 172
Change in accruals and provisions		109	- 228
Financial income	14	- 34	- 29
Financial expenses	14	2 061	2 022
Income tax expense	15	21	52
(Profit)/Loss on disposal of tangible assets		- 65	0
Change in receivables and other current assets		- 18	70
Change in payables		- 51	- 161
Interest paid		- 2 037	- 1 917
Taxes paid		- 20	- 9
Other non-cash items		62	65
<b>Cash flow from operating activities</b>		<b>3 848</b>	<b>3 046</b>
Investments in plant and equipment	4	- 53	- 61
Disposal of tangible assets	4	550	11
Business acquisition, incl. capitalized cost	4	- 2 606	- 1 366
Repayment from financial assets		1	23
Interest received		1	2
<b>Cash flow from investing activities</b>		<b>- 2 107</b>	<b>- 1 391</b>
Issuance of bonds, net of transaction costs		12 211	3 865
Increase of other borrowings		7 522	4 597
Repayment of borrowings		- 14 558	- 10 653
<b>Cash flow from financing activities</b>		<b>5 175</b>	<b>- 2 191</b>
<b>Net change in cash and cash equivalents</b>		<b>6 916</b>	<b>- 536</b>
<b>Cash and cash equivalents at the beginning of the year</b>	7	<b>1 426</b>	<b>2 181</b>
Exchange losses on cash and cash equivalents		- 22	- 219
<b>Cash and cash equivalents at the end of the year</b>	7	<b>8 320</b>	<b>1 426</b>

The notes are an integral part of these consolidated financial statements.

## Consolidated Statement of Changes in Equity

TCHF	Attributable to shareholders of the Company				Total equity
	Share capital	Share premium	Accumulated deficits	Currency translation differences	
<b>December 31, 2014</b>	<b>17950</b>	<b>-2 185</b>	<b>-4 005</b>	<b>388</b>	<b>12 148</b>
Net profit			717		<b>717</b>
Currency translation foreign subsidiaries				- 4 116	<b>-4 116</b>
<b>December 31, 2015</b>	<b>17950</b>	<b>- 2 185</b>	<b>- 3 288</b>	<b>- 3 729</b>	<b>8 749</b>
Net profit			959		<b>959</b>
Currency translation foreign subsidiaries				- 280	<b>- 280</b>
<b>December 31, 2016</b>	<b>17950</b>	<b>- 2 185</b>	<b>- 2 328</b>	<b>- 4 010</b>	<b>9 428</b>

The notes are an integral part of these consolidated financial statements.

# Notes to the Consolidated Financial Statements of Edisun Power Europe Ltd.

All amounts are in CHF 000 unless otherwise noted

## 1 General Information

Edisun Power Europe Ltd. ('the Company') and its subsidiaries (together 'the Group') finance and operate photovoltaic systems (PV) in Europe and sell solar energy to local electricity companies. The Group is present in Switzerland, Germany, Spain and France.

Edisun Power Europe Ltd. is a limited company domiciled and incorporated in Switzerland. The address of the registered office is Universitätstrasse 51, 8006 Zurich, Switzerland.

The Company is listed on the SIX Swiss Exchange.

These consolidated financial statements were authorized for issue by the Board of Directors on April 11, 2017. They are subject to formal approval by the annual general meeting.

### 1.1 Group companies

The consolidated financial statements include Edisun Power Europe Ltd. and the companies under its control.

<b>Switzerland</b>	<b>Ownership 2016</b>	<b>Ownership 2015</b>	<b>Activity <sup>1)</sup></b>
Edisun Power Europe Ltd., Zurich			●
Edisun Power Switzerland Ltd., Zurich	100.0%	100.0%	■
<b>Germany</b>			
Edisun Power PLC, Sigmaringen	100.0%	100.0%	■
PV Hörselgau Beteiligungs UG, Sigmaringen	100.0%	100.0%	●
PV Hörselgau UG & Co. KG, Sigmaringen	100.0%	100.0%	■

<b>Spain</b>	<b>Ownership 2016</b>	<b>Ownership 2015</b>	<b>Activity <sup>1)</sup></b>
Edisun Power Iberia S.A., Madrid	100.0%	100.0%	■
Edisun Power Iberia Beta S.A., Madrid	100.0%	100.0%	■
Edisun Power Iberia Gamma S.A., Madrid	100.0%	100.0%	■
Edisun Power Iberia Delta S.A., Madrid	100.0%	100.0%	■
Edisun Power Iberia Epsilon S.A., Madrid	100.0%	100.0%	■
Salinas Energía Solar S.L., Madrid	100.0%	100.0%	■
Cortadeta Fotovoltaica S.L., Madrid	100.0%	100.0%	■
Sold de Tilla S.L., Madrid	100.0%	100.0%	■
Digrun Grun S.L., Madrid	100.0%	100.0%	■
Tenpro Renovables S.L., Madrid	100.0%	0%	●
Renovables del Condado S.L., Madrid	100.0%	0%	■
<b>France</b>			
Edisun Power France SAS, Lyon	100.0%	100.0%	■
Sainte Maxime Solaire SAS, Sainte-Maxime	100.0%	100.0%	■

- <sup>1)</sup> ● Services, holding company functions  
 ■ Operation of photovoltaic systems (PV),  
 selling of solar energy

All amounts are in CHF 000 unless otherwise noted

## 2 Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been applied consistently in all the years presented, unless otherwise stated.

### 2.1 Basis for the Preparation of the Consolidated Financial Statements

The consolidated financial statements of Edisun Power Europe Ltd. have been prepared in accordance with the Accounting and Reporting Recommendations ARR (Swiss GAAP ARR). The entire framework has been applied. The consolidated financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below, where a standard or an interpretation requires a different measurement method.

### 2.2 Consolidation

#### (a) Subsidiaries

Subsidiaries are all the entities over which the Group has the power to govern the financial and operating policies, which generally accompanies a shareholding that represents more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls a given entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and are de-consolidated from the date that control ceases.

The Group applies the acquisition method to account for acquisition of subsidiaries. The consideration transferred includes the fair value of any asset or liability. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Acquisition-related costs are capitalized as incurred.

Goodwill is measured initially as the excess of the aggregate of the consideration transferred and the fair value of minority interest over the net identifiable assets acquired and liabilities assumed.

Intercompany transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

All fully consolidated subsidiaries are listed in the General Information. December 31 represents the uniform closing date for all companies included in the consolidated financial statements. The accounting policies of the subsidiaries are consistent with the policies adopted by the Group.

#### (b) Transactions and Minority Interests

Changes in a parent's ownership interest in a subsidiary that do not result in the loss of control are accounted for as equity transactions. Any difference between the amount by which the minority interests are adjusted and the fair value of the consideration paid or received shall be recognized directly in equity. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

All amounts are in CHF 000 unless otherwise noted

## 2.3 Foreign Currency Translation

### (a) Functional and Presentation Currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The consolidated financial statements are presented in CHF, which is the Company's functional and the Group's presentation currency.

### (b) Transactions and Balances

Transactions in foreign currency are recorded and translated into CHF using the actual exchange rate on the transaction date. The resulting translation differences are included in the income statement as exchange gains or losses.

Monetary assets and liabilities in foreign currencies are translated into the functional currency on the balance-sheet date at the year-end rates of exchange. Non-monetary items are translated using the exchange rate prevailing on the transaction date. Translation differences are recorded in the income statement.

### (c) Group Companies

The results and financial position of all Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated using the closing rate on the date of that balance sheet;
- income and expenses for each income statement are translated using average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated on the dates of the transactions);
- all resulting exchange differences are recognized in accumulated deficits.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognized in the income statement as part of the gain or loss on sale.

The Group has offset the accumulated exchange gains and losses that result from translating the financial statements of subsidiaries and associates up to the date of transition to Swiss GAAP ARR on January 1, 2012 directly against retained earnings, and no longer reports them separately in equity.

Goodwill and fair-value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated using the closing rate.

The CHF/EUR exchange rates relevant to the annual consolidated financial statements were:

	31.12.2016	Average 2016	31.12.2015	Average 2015
<b>1 EUR</b>	<b>1.0720</b>	<b>1.0910</b>	<b>1.0817</b>	<b>1.0741</b>

## 2.4 Land, Plant and Equipment

Land consists of property that has been bought on which to build PV plants and is shown at cost. All other plant and equipment are stated at cost less cumulative depreciation. Historical cost includes expenditure that is directly attributable to the acquisition or construction of the items. Borrowing costs that are directly attributable to the construction of PV plants are capitalized as part of the cost of this asset when specific criteria according to Swiss GAAP ARR 18 are met.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropri-

All amounts are in CHF 000 unless otherwise noted

ate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost in excess of their residual values over their estimated useful lives, as follows:

Plant	25 years
<u>Furniture, fittings and equipment (FF&amp;E)</u>	<u>3–4 years</u>

The assets' residual values and useful lives have been reviewed at the balance-sheet date. Based on this analysis, no changes have been made.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized within 'Other operating income' in the income statement.

Grants from electricity operators related to the construction of PV plants are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. The costs of the plant are reduced by the grant received resulting in a reduced depreciation charge in the future.

## 2.5 Intangible Assets

### (a) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in 'intangible assets'. Goodwill on acquisitions of associates is included in 'investments in associates' and is tested for impairment as part of the overall balance. Goodwill is amortized over a period of 5 years.

### (b) Trademarks and Licenses

Acquired trademarks and licenses are shown at historical cost. Trademarks and licenses have a finite useful life and are carried at cost less accumulated amortization. Amortization is calculated using the straight-line method to allocate the cost of trademarks and licenses over their estimated useful lives (15–20 years).

### (c) Other Intangibles

Other intangibles include capitalized software expenses and are carried at historical cost less accumulated amortization. Amortization is calculated using the straight-line method to allocate the cost of software over its estimated useful life (5 years).

## 2.6 Impairment of Intangible and Tangible Assets

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable at every balance sheet date. If indicators for a continuous impairment exist, the recoverable amount is determined. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the



All amounts are in CHF 000 unless otherwise noted

lowest levels for which there are separately identifiable cash flows (cash-generating units).

## 2.7 Trade Receivables

Trade receivables, which generally have a 30-day term, are recognized initially at nominal value less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognized in the income statement.

## 2.8 Cash and Cash Equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

## 2.9 Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to issuing new shares are shown in equity as a deduction, net of tax, from the proceeds.

When any Group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income tax), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued.

## 2.10 Trade Payables and Other Payables

Trade payables and other payables are recognized at nominal value.

## 2.11 Borrowings

Borrowings (loans and straight bonds) are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless payments can be deferred for at least 12 months.

## 2.12 Current and Deferred Income Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the balance sheet date in the countries where the Group's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance-sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

All amounts are in CHF 000 unless otherwise noted

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred tax assets on tax loss carry forwards are not recognized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

## 2.13 Employee Benefits

### Pension Obligations

The Group only has employees in Switzerland under a single plan. The plan is funded through payments to a collective pension fund.

## 2.14 Provisions

Provisions are recognized when the Group has a legal or constructive obligation as a result of past events (e.g. dismantling cost for PV plants) when it is likely that an outflow of resources will be required to settle the obligation, and when a reliable estimate of the amount can be made. The costs associated with the dismantling of PV plants are capitalized in the carrying value of property, plant and equipment and depreciated over the life of the asset. The total provisions related to the PV plants, discounted to present value, are recorded under long-term provisions.

## 2.15 Revenue Recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax and after eliminating sales within the Group.

The Group recognizes revenue when the amount of revenue can be reliably measured, when it is likely that future economic benefits will flow to the entity, and when specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be measurable reliably until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction, and the specifics of each arrangement.

### (a) Revenues from Sale of Electricity

The Group sells solar energy to local electricity firms. These sales are in general based on a long-term (20 to 30-year) fixed-price contract and recognized in the period the delivery took place. In Germany, the amount of the compensation is based on the German Renewable Energy Sources Act (EEG) dated 2000 and amended in later years. In Spain, the current regulatory framework is as of July 12, 2013, embodied in the Royal Legislative Decree 9/2013, the Royal Decree 413/2013 as well as the ministerial order 1045/2014. Until July 12, 2013, the compensations were based on the Royal Decrees 661/2007, 1578/2008 as well as in the Royal Decree 6/2009. The compensation in France is based on the "Arrêté du 10 juillet 2006" and the "Arrêté du 12 janvier 2010" as well as on Decrees 2000-1196 and 2009-252.

### (b) Revenues from Sale of Modules and Systems

These revenues originate either from the sale of modules or the sporadic sale of entire PV plants. These sales are recognized in the income statement when the significant risks and rewards of ownership have been transferred to the buyer, usually on delivery, at a fixed and determinable price, and when collectability is reasonably assured.

All amounts are in CHF 000 unless otherwise noted

If circumstances arise that may change the original estimates of revenues, costs or extent of progress toward completion, estimates are revised. These revisions may result in increases or decreases in estimated revenues or costs and are reflected in income in the period in which the circumstances that have given rise to the revision become known by management.

#### **(c) Interest Income**

Interest income is recognized on a time-proportion basis using the effective interest method.

### **2.16 Leases**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

### **2.17 Dividend Distribution**

The distribution of dividends to shareholders of Edison Power Europe Ltd. would be recognized as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Company's shareholders.

All amounts are in CHF 000 unless otherwise noted

### 3 Information by Segment

The segment revenues for the year ended December 31, 2016, are as follows:

	Switzerland	Germany	Spain	France	EPE	Group
Total segment revenue	1 054	1 024	3 477	2 679	621	8 855
Inter-segment revenue	0	0	0	0	-621	-621
<b>Revenue from external customers</b>	<b>1 054</b>	<b>1 024</b>	<b>3 477</b>	<b>2 679</b>	<b>0</b>	<b>8 234</b>
<b>EBITDA</b>	<b>816</b>	<b>800</b>	<b>2 543</b>	<b>2 074</b>	<b>-365</b>	<b>5 868</b>
<i>EBITDA in % of revenue</i>	<i>77.4%</i>	<i>78.1%</i>	<i>73.1%</i>	<i>77.4%</i>		<i>71.3%</i>

The segment revenues for the year ended December 31, 2015, are as follows:

	Switzerland	Germany	Spain	France	EPE	Group
Total segment revenue	1 088	1 037	3 255	2 276	395	8 051
Inter-segment revenue	0	0	0	0	-395	-395
<b>Revenue from external customers</b>	<b>1 088</b>	<b>1 037</b>	<b>3 255</b>	<b>2 276</b>	<b>0</b>	<b>7 656</b>
<b>EBITDA</b>	<b>894</b>	<b>882</b>	<b>2 341</b>	<b>1 700</b>	<b>-591</b>	<b>5 226</b>
<i>EBITDA in % of revenue</i>	<i>82.2%</i>	<i>85.1%</i>	<i>71.9%</i>	<i>74.7%</i>		<i>68.3%</i>

All amounts are in CHF 000 unless otherwise noted

#### 4 Land, Plant and Equipment

2016	Land	PV Plants	Assets under construction	FF&E	Total
<b>Gross value</b>					
Opening gross book amount - January 1, 2016	1 033	68 293	404	249	69 979
Exchange differences	-9	-587	-4	-1	-601
Additions	0	53	0	0	53
Disposals	0	-574	0	0	-574
Change in consolidation scope	0	6 690	0	0	6 690
Reclassifications	0	0	0	0	0
<b>Closing gross book amount - December 31, 2016</b>	<b>1 024</b>	<b>73 875</b>	<b>400</b>	<b>248</b>	<b>75 547</b>
<b>Accumulated depreciation</b>					
Opening amount - January 1, 2016	617	13 790	163	242	14 812
Exchange differences	-6	-192	-2	-1	-201
Disposals	0	-85	0	0	-85
Depreciation charge	0	2 987	7	5	2 999
Impairment	0	-152	0	0	-152
Reclassification	0	0	0	0	0
<b>Closing amount - December 31, 2016</b>	<b>611</b>	<b>16 348</b>	<b>168</b>	<b>246</b>	<b>17 373</b>
<b>Net book value - January 1, 2016</b>	<b>416</b>	<b>54 503</b>	<b>241</b>	<b>7</b>	<b>55 167</b>
<b>Net book value - December 31, 2016</b>	<b>413</b>	<b>57 527</b>	<b>232</b>	<b>2</b>	<b>58 174</b>
<b>2015</b>					
	Land	PV Plants	Assets under construction	FF&E	Total
<b>Gross value</b>					
Opening gross book amount - January 1, 2015	1 149	63 914	450	262	65 775
Exchange differences	-116	-5 757	-46	-13	-5 932
Additions	0	61	0	0	61
Disposals	0	-11	0	0	-11
Change in consolidation scope	0	10 080	0	0	10 080
Reclassifications	0	6	0	0	6
<b>Closing gross book amount - December 31, 2015</b>	<b>1 033</b>	<b>68 293</b>	<b>404</b>	<b>249</b>	<b>69 979</b>

All amounts are in CHF 000 unless otherwise noted

	Land	PV Plants	Assets under construction	FF&E	Total
<b>Accumulated depreciation</b>					
Opening amount - January 1, 2015	686	12 375	373	229	13 663
Exchange differences	- 69	- 1 173	- 38	- 10	- 1 290
Disposals	0	- 2	0	0	- 2
Depreciation charge	0	2 584	0	23	2 607
Impairment	0	0	- 172	0	- 172
Reclassification	0	6	0	0	6
<b>Closing amount - December 31, 2015</b>	<b>617</b>	<b>13 790</b>	<b>163</b>	<b>242</b>	<b>14 812</b>
<b>Net book value - January 1, 2015</b>	<b>463</b>	<b>51 539</b>	<b>77</b>	<b>33</b>	<b>52 112</b>
<b>Net book value - December 31, 2015</b>	<b>416</b>	<b>54 503</b>	<b>241</b>	<b>7</b>	<b>55 167</b>

The PV Plants' current and future receivables from the sale of solar power to local electricity companies are partially pledged to secure third-party loans (see note 19).

On the other hand, a new impairment of TCHF 175 was recorded for a PV plant in France due to technical problems of the modules.

#### 4.1 Impairment of PV Plants

The Company performed a detailed impairment test for each PV plant individually as per December 31, 2016.

Interest rates after tax (Weighted Average Cost of Capital, WACC) have been adjusted for each segment as follows:

	2016	2015
Spain	6.3%	6.7%
Germany	4.5%	4.7%
Switzerland	4.9%	4.9%
France	4.9%	5.3%

For two PV plants in France and in Spain, it was possible to reverse part of the earlier recorded impairment in the amount of TCHF 327 in total due to both technical improvements which led to higher production as well as the lower discount rate.

## 4.2 Purchase and sale of PV Plants / Subsidiaries

As per 31 December 2016, the Company acquired 100% of the shares of the company Tenpro Renovables S.L., domiciled in Madrid, Spain, which owns and operates a 2.3 MW PV system in the province of Huelva via its subsidiary Renovables del Condado S.L.

The acquired companies consist of the following positions:

	<b>Tenpro Renovables</b>	<b>Renovables del Condado</b>
Cash and cash equivalents	0	460
Land, plant and equipment	0	6 716
Other assets	1	259
Interest-bearing liabilities	0	3 990
Other liabilities	1	446
Net assets acquired	1	2 999
Acquisition price	1	2 999

Consequently, no goodwill was acquired through these acquisitions.

On the other hand, the Company sold one PV plant in Switzerland for a sales price of TCHF 500 in the current year. The divestment resulted in a gain from sale of PV plants in the amount of TCHF 65.

In 2015, the Company acquired two companies which own and operate PV plants in Spain and France for TCHF 1844 in total. The Spanish company Digrun Grun S.L., domiciled in Madrid, owns and operates a 1.755 MW PV system in Mallorca. In France, the acquired company Sainte Maxime Solaire SAS possesses and operates a 1.0 MW PV plant at the Cote d'Azur.

The two acquisitions consisted of the following positions:

	<b>Digrun Grun</b>	<b>Sainte Maxime Solaire</b>
Cash and cash equivalents	35	496
Land, plant and equipment	5 975	4 105
Other assets	435	481
Interest-bearing liabilities	4 643	2 925
Other liabilities	824	1 291
Net assets acquired	978	866
Acquisition price	978	866

All amounts are in CHF 000 unless otherwise noted

## 5 Intangible Assets

2016	Total
<b>Gross value</b>	
Opening gross book amount - January 1, 2016	556
Exchange differences	0
Additions	66
Disposals	0
Reclassifications	0
<b>Closing gross book amount - December 31, 2016</b>	<b>622</b>
<b>Accumulated depreciation</b>	
Opening amount - January 1, 2016	504
Exchange differences	0
Disposals	0
Depreciation charge	14
Impairment	0
Reclassification	0
<b>Closing amount - December 31, 2016</b>	<b>518</b>
<b>Net book value - January 1, 2016</b>	<b>52</b>
<b>Net book value - December 31, 2016</b>	<b>104</b>
<b>2015</b>	
<b>Gross value</b>	
Opening gross book amount - January 1, 2015	502
Exchange differences	0
Additions	54
Disposals	0
Reclassifications	0
<b>Closing gross book amount - December 31, 2015</b>	<b>556</b>



All amounts are in CHF 000 unless otherwise noted

	<b>Total</b>
<b>Accumulated depreciation</b>	
Opening amount - January 1, 2015	475
Exchange differences	0
Disposals	0
Depreciation charge	29
Impairment	0
Reclassification	0
<b>Closing amount - December 31, 2015</b>	<b>504</b>
<b>Net book value - January 1, 2015</b>	<b>27</b>
<b>Net book value - December 31, 2015</b>	<b>52</b>

Intangible Assets include capitalized software expenses and licenses.

## 6 Trade and Other Receivables

	<b>31.12.2016</b>	<b>31.12.2015</b>
Trade receivables (gross)	1 597	1 525
Other receivables and current assets	430	384
Less: provision for impairment of trade receivables	0	- 144
Trade and other receivables – net	2 027	1 765
<b>Current portion</b>	<b>2 027</b>	<b>1 765</b>

## 7 Cash and Cash Equivalents

	<b>31.12.2016</b>	<b>31.12.2015</b>
Cash on hand	0	0
Banks	8 320	1 426
<b>Total</b>	<b>8 320</b>	<b>1 426</b>

## 8 Share Capital

The share capital of Edisun Power Europe Ltd. entered in the commercial register amounts to TCHF 17 950 and is fully paid up. It consists of 341 576 ordinary shares with a nominal value of CHF 52.55 each.

At the Annual General Shareholders Meeting held on May 29, 2015 the Board of Directors has been granted the right to increase the share capital of Edisun Power Europe Ltd. until May 28, 2017 by a maximum aggregate amount of CHF 5 million (95 147 fully paid registered shares with a par value of CHF 52.55 each).

### 8.1 Share Premium

Share premium includes the premium related to the capital increases of Edisun Power Europe Ltd. in 2007 less accumulated annual losses, which were offset against the capital reserves in accordance with the resolutions of the general shareholders' meeting for the appropriation

All amounts are in CHF 000 unless otherwise noted

of available earnings. In addition, share premium includes proceeds from the Company's first-time listing on the SIX Swiss Exchange in 2008, adjusted for the incremental cost of TCHF 1 890, net of tax. The incremental cost includes only third-party expenses with respect to the listing and capital increase (net of tax).

No internal expenses from management etc. were included in this cost. This internal cost has been charged to the income statement as incurred.

At the general assembly of May 7, 2013 it was decided to offset the legal reserves (included in share premium) in the amount of TCHF 1 367 with the accumulated deficits.

## 8.2 Own Shares

As of the balance sheet date, neither Edisun Power Europe Ltd. nor any of its subsidiaries hold their own shares.

## 8.3 Accumulated Deficits and Currency Translation Differences

Accumulated deficits comprise accumulated and unappropriated earnings.

The consolidated accumulated deficits include non-distributable legal reserves of TCHF 404 (2015: TCHF 408).

Total currency translation differences amount to TCHF -280 (2015: -4 116), of which TCHF -217 (2015: -3 976) are arising from equity loans.

## 9 Trade and Other Payables

The following table provides details on trade payables and other payables:

	<b>2016</b>	<b>2015</b>
Trade payables	262	264
Value added tax	12	12
Social security and other taxes	41	49
Other	234	220
<b>Total</b>	<b>549</b>	<b>545</b>

The following table provides details on accrued costs:

	<b>2016</b>	<b>2015</b>
Interest on borrowings	585	666
Other accrued cost	554	306
<b>Total</b>	<b>1 139</b>	<b>972</b>

## 10 Borrowings

	<b>2016</b>	<b>2015</b>
<b>Current</b>		
Loans from third-parties	1 351	838
Straight bonds from third-parties	4 530	5 805
<b>Total current borrowings</b>	<b>5 881</b>	<b>6 643</b>
<b>Non-current</b>		
Loans from third-parties	22 330	14 171
Straight bonds from third-parties	29 300	27 662
<b>Total non-current borrowings</b>	<b>51 630</b>	<b>41 833</b>

All amounts are in CHF 000 unless otherwise noted

The carrying amounts (in TCHF) of the Group's borrowings are denominated in the following currencies:

	2016	2015
CHF	34 280	33 467
EUR	23 231	15 009
<b>Total</b>	<b>57 511</b>	<b>48 476</b>

## 10.1 Loans from third-parties

At year-end, maturities of debt were as follows:

	2016	2015
Within 1 year	1 351	838
Within 2 to 5 years	7 298	5 324
After 5 years	15 032	8 847
<b>Total loans from third parties</b>	<b>23 681</b>	<b>15 009</b>

The following tables provide details on the conditions of the loans from third-parties:

<b>2016</b>		
Final maturity	Interest rate	amount
2020	2.5–4.5 %	1 451
2025	5.8–5.9 %	343
2026	2.5–6.1 %	11 016
2027	4.2–5.1 %	1 166
2029	4.0 %	3 990
2031	4.5 %	5 715
<b>Total</b>		<b>23 681</b>

<b>2015</b>		
Final maturity	Interest rate	amount
2017	4.9 %	414
2020	4.5 %	1 133
2025	5.8–5.9 %	375
2026	4.6–6.1 %	11 826
2027	4.2–5.1 %	1 261
<b>Total</b>		<b>15 009</b>

All amounts are in CHF 000 unless otherwise noted

## 10.2 Straight Bonds

The Group has issued several straight bonds:

		<u>31.12.2016</u>	<u>31.12.2015</u>
	<b>Nominal value in local currency (000)</b>	<b>Bookvalue in TCHF</b>	<b>Bookvalue in TCHF</b>
Edisun Power Europe Ltd.			
3.75 % 2010 – 2016 (CHF)	5 805	0	5 789
3.50 % 2011 – 2017 (CHF)	1 295	0	1 290
3.50 % 2012 – 2018 (CHF)	8 300	8 266	8 243
4.50 % 2007 – 2019 (CHF)	4 820	0	4 820
4.50 % 2008 – 2019 (CHF)*	4 530	4 514	4 508
4.50 % 2014 – 2024 (CHF)	5 000	4 952	4 945
2.25 % 2015 – 2023 (CHF)	3 980	3 886	3 872
2.00 % 2016 – 2021 (CHF)	12 250	12 212	0
<b>Total</b>		<b>33 830</b>	<b>33 467</b>

\* The bond has been repaid as per January 31, 2017.

All amounts are in CHF 000 unless otherwise noted

## 11 Pension Fund Liabilities

Economic benefit/economic obligation and pension plan expenses:

	<b>Surplus / Deficit according to Swiss GAAP ARR 26</b>	<b>Economic impact Group</b>		<b>Change to prior year or charge to income current year</b>	<b>Contri- butions for the period</b>	<b>Pension plan expenses in personnel expenses</b>	
	31.12.2016	31.12.2016	31.12.2015			2016	2015
Pension schemes with funding surplus/deficit Switzerland	0	0	0	0	52	52	51
Pension institutions without funding surplus/ deficit abroad	0	0	0	0	0	0	0
Unfunded pension schemes abroad	0	0	0	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>52</b>	<b>52</b>	<b>51</b>

	<b>Surplus / Deficit according to Swiss GAAP ARR 26</b>	<b>Economic impact Group</b>		<b>Change to prior year or charge to income current year</b>	<b>Contri- butions for the period</b>	<b>Pension plan expenses in personnel expenses</b>	
	31.12.2015	31.12.2015	31.12.2014			2015	2014
Pension schemes with funding surplus/deficit Switzerland	0	0	0	0	51	51	47
Pension institutions without funding surplus/ deficit abroad	0	0	0	0	0	0	0
Unfunded pension schemes abroad	0	0	0	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>51</b>	<b>51</b>	<b>47</b>

The employees of Edisun Power Europe Ltd. are insured under a collective pension plan. Consequently, due to its joint and several nature, the information to be disclosed cannot be determined on the basis of the individual participation agreement. The level of coverage of the collective plan as a whole, however, amounted to 109.3% at the end of 2016 (110.9% at the end of 2015).

All amounts are in CHF 000 unless otherwise noted

## 12 Provisions

	Provision for dismantling	Other provisions	Total
<b>Year ended December 31, 2016</b>			
At beginning of the year	342	52	394
Exchange differences	-3	-1	-4
Additions	16	0	16
Use	0	0	0
Reversal	0	0	0
Change in consolidation scope	29	0	29
<b>At the end of the year</b>	<b>384</b>	<b>51</b>	<b>435</b>
thereof short-term	0	0	0
thereof long-term	384	51	435
<b>Year ended December 31, 2015</b>			
At beginning of the year	300	58	358
Exchange differences	-22	-6	-28
Additions	15	0	15
Use	0	0	0
Reversal	0	0	0
Change in consolidation scope	49	0	49
<b>At the end of the year</b>	<b>342</b>	<b>52</b>	<b>394</b>
thereof short-term	0	0	0
thereof long-term	342	52	394

Provisions for dismantling PV plants after termination of the contract with the owner (generally 20 – 30 years after construction of the PV plant) are based on future estimated costs discounted at a rate of 5% (2015: 5%).

Other provisions (long-term) include a provision in the amount of TCHF 51 (2015: TCHF 52) for a potential lawsuit regarding a defective construction of a rooftop installation. Group management has used best estimates to

measure the potential outcome and came to the conclusion that provisions are still accurate for this case.

All amounts are in CHF 000 unless otherwise noted

### 13 Personnel Expenses

	2016	2015
Wages and salaries	-552	-525
Social security costs	-99	-91
Other personnel costs	-41	-37
<b>Total</b>	<b>-692</b>	<b>-653</b>

### 14 Financial Income and Expenses

	2016	2015
Interest income on loans	1	1
Other financial income	0	0
Foreign exchange gains	33	28
<b>Financial income</b>	<b>34</b>	<b>29</b>
Borrowings third-party	-796	-448
Straight bonds	-1 215	-1 447
Foreign exchange losses	-2	-69
Other financial expenses	-48	-58
<b>Financial expenses</b>	<b>-2 061</b>	<b>-2 022</b>
<b>Net finance cost</b>	<b>-2 027</b>	<b>-1 993</b>

### 15 Income Tax Expenses

	2016	2015
Profit before tax	980	769
Expected Income tax rate	28.0%	32.1%
Expected Income tax amount	-275	-247
Impact of changes in tax loss carry forwards	368	259
Other	-114	-64
Reported tax amount	-21	-52
Reported tax rate	2.1%	6.8%

Under Swiss GAAP ARR no deferred income tax assets are recognized for tax loss carry-forward.

As of December 31, 2016, the Group has tax losses for which no deferred tax asset has been recognized with an amount of TCHF 30 258 (2015: 37 261).

### 16 Earnings per Share

Basic earnings per share is calculated by dividing the earnings attributable to equity holders of the Group by the weighted average number of ordinary shares in issue during the year, excluding ordinary shares purchased by the Group and held as treasury shares.

	2016	2015
Profit/loss attributable to equity holders of the Group	959	717
Weighted average number of ordinary shares outstanding	341 576	341 576
<b>Basic and diluted loss per share (CHF per share)</b>	<b>2.81</b>	<b>2.10</b>

### 17 Dividends per Share

No dividends were paid out in 2016 or in 2015.

### 18 Contingencies

The Group has contingent liabilities in respect of legal claims arising in the ordinary course of business. It is not anticipated that any material liabilities will arise from the contingent liabilities other than those provided for.

All amounts are in CHF 000 unless otherwise noted

## 19 Commitments and Collaterals

The following current and future receivables from the sale of solar power to local electricity companies have been pledged to secure third-party borrowings:

	<b>31.12.2016</b>	<b>31.12.2015</b>
To banks	23 295	13 444
To bond-holders	4 530	9 350
<b>Total</b>	<b>27 825</b>	<b>22 794</b>

There were no other commitments as of December 31, 2016 and December 31, 2015, respectively.

## 20 Related-Party Transactions

Key Management and Board Compensation:

	<b>2016<sup>1)</sup></b>	<b>2015</b>
Salaries and other short-term employee benefits	402	296
Social benefits (employer's contribution)	67	51
Termination benefits	0	0
<b>Total compensation</b>	<b>469</b>	<b>347</b>

<sup>1)</sup> As per 1.5.2016 the Management Board includes the CFO Reto Simmen.

## 21 Events after the Balance-Sheet Date

There are no relevant events after the balance sheet date which would have a significant impact on the 2016 financial statements.



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***Edisun Power Europe AG***

***Zurich***

***Report of the statutory  
auditor to the General  
Meeting on the consolidated  
financial statements 2016***





## **Report of the statutory auditor to the General Meeting of Edisun Power Europe AG**

**Zurich**

### **Report on the audit of the consolidated financial statements**

#### **Opinion**

We have audited the consolidated financial statements of Edisun Power Europe AG and its subsidiaries (the Group, pages 25 - 48), which comprise the consolidated balance sheet as at 31 December 2016 and the consolidated income statement, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016 and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Swiss GAAP FER and comply with Swiss law.

#### **Basis for opinion**

We conducted our audit in accordance with Swiss law and Swiss Auditing Standards. Our responsibilities under those provisions and standards are further described in the “Auditor’s responsibilities for the audit of the consolidated financial statements” section of our report.

We are independent of the Group in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession 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.

#### **Our audit approach**

##### **Overview**



Overall Group materiality: CHF 480'000

- The majority of the audit work is directly performed at group level
- Only 1 reporting unit in one country is subject to a full scope audit performed by a local auditor.
- 100% of revenues and assets are covered by procedures comparable to a full scope audit.

As key audit matters the following areas of focus have been identified:

- Recoverability of property, plant and equipment (PV plants)
- Financing and compliance with loan covenants

PricewaterhouseCoopers AG, Birchstrasse 160, Postfach, CH-8050 Zürich, Switzerland  
 Telefon: +41 58 792 44 00, Telefax: +41 58 792 44 10, [www.pwc.ch](http://www.pwc.ch)

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### ***Audit scope***

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

The Group is operating across four different geographical locations – Switzerland, Germany, France and Spain. The Group financial statements are a consolidation of 18 reporting units, comprising the Group's operating businesses and centralised functions.

### ***Materiality***

The scope of our audit was influenced by our application of materiality. Our audit opinion aims to provide reasonable assurance that the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall Group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the consolidated financial statements as a whole.

<i>Overall Group materiality</i>	CHF 480'000
<i>How we determined it</i>	total assets
<i>Rationale for the materiality benchmark applied</i>	The group invests in larger solar parks. These investments, together with the respective long-term contracts, are the only source of revenues and profits. Furthermore the group is in the phase of growing after completing a restructuring. The profits are increasing but the results of the past years were close to breakeven. Therefore we see the total assets as appropriate benchmark. Total assets is a generally accepted benchmark for determine the materiality according to audit standards. We chose 0.7% which is within the range of acceptable quantitative materiality thresholds in auditing standards.

### ***Report on key audit matters based on the circular 1/2015 of the Federal Audit Oversight Authority***

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



### Recoverability of property, plant and equipment (PV plants)

<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<p>The property, plant and equipment amount to CHF 58.2 million (84% of total assets) as of December 31, 2016. Property, plant and equipment mainly consist of photovoltaic systems (PV plants).</p> <p>We consider the valuation of PV plants as a particularly significant area due to the size of the carrying value and judgments involved in assessing the recoverability of these assets. Those judgments relate to the future performance of the PV plants and the discount rates applied to future cash flow forecast.</p>	<p>Management assessed the recoverability of PV plants and shared the results with us. We critically evaluated and challenged the assumptions made by management. Management had followed a clearly documented process for drawing up future cash flow forecasts, which was subject to timely oversight and challenge by the Board of Directors</p> <p>We compared the current year actual results with the figures included in the prior year forecast to consider whether any forecasts included assumptions that, with hindsight, had been optimistic. Actual performance was found to be higher than what had been expected / forecasted. Management has chosen a prudent approach.</p> <p>We challenged management's assumptions on the revenue and long term growth rates, by comparing them to economic and industry forecasts and the discount rate, by assessing the cost of capital for comparable organisations, as well as considering territory specific factors. We also performed high level sensitivity analysis on the key estimates in order to assess the relative impact of key input on the estimated recoverability of the PV plants.</p> <p>The substantive tests carried out above gave us sufficient evidence to address the risks identified around recoverability of property, plant and equipment (PV plants).</p>

### Financing and compliance with loan covenants

<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<p>We consider the financing and compliance with loan covenants to be a key risk area as entity has a significant level of external debt. Bonds expire regularly and this financing needs to be successfully replaced to ensure the future financing needs of the group are met. In addition there is mismatch between the financing which is in Swiss Francs (bonds) and the forecast inflows from the company's asset base which are generally in Euro. In order to reduce the foreign exchange risk, new projects are financed locally in Euros. These bank loans are associated with financial covenants.</p>	<p>Management prepared an assessment of refinancing and foreign exchange risk and shared the results with us. This assessment includes as well the impact on the going concern assumption.</p> <p>We critically reviewed and evaluated the assumptions used by the management in regards to the development of exchange rates, liquidity, future income and the amount of possible refinancing by considering historical data as well as economic and industry forecasts. In addition, worst case scenarios and their impact were assessed and potential options discussed and documented. We found the assumptions to be consistent and in line with our expectations.</p> <p>The Board of Directors and management continuously monitored compliance with covenants in order to proactively identify possible breaches and apply the relevant measures early. We obtained external confirmations of the Groups banking arrangements, covenant requirements and checked the Group's calculations that the forecasts involved no breaches of covenants.</p>



***Responsibilities of the Board of Directors for the consolidated financial statements***

The Board of Directors is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Swiss GAAP FER and the provisions of Swiss law, and for such internal control as the Board of Directors determines necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

***Auditor's responsibilities for the audit of the consolidated financial statements***

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Swiss law and Swiss Auditing Standards 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 consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the website of EXPERTsuisse: <http://expertsuisse.ch/en/audit-report-for-public-companies>. This description forms part of our auditor's report.

***Report on other legal and regulatory requirements***

In accordance with article 728a paragraph 1 item 3 CO and Swiss Auditing Standard 890, we confirm that an internal control system exists which has been designed for the preparation of consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

PricewaterhouseCoopers AG

Thomas Wallmer  
Audit expert  
Auditor in charge

Daniel Sutter  
Audit expert

Zürich, 11 April 2017

Enclosure:

- Consolidated financial statements (consolidated balance sheet, consolidated income statement, consolidated cash flow statement, consolidated statement of changes in equity and notes)

# Statutory Financial Statements of Edisun Power Europe Ltd.

## Statutory Balance Sheet

	Notes	31.12.2016 TCHF	31.12.2015 TCHF
<b>Assets</b>			
Cash and cash equivalents		5 177	114
Other current receivables			
due from third parties		26	21
due from group companies	2.2/3.1	18 383	14 649
Accrued income and deferred expenses		101	41
<b>Total current assets</b>		<b>23 687</b>	<b>14 825</b>
Financial assets			
Loans to group companies	2.3/3.1	14 666	25 394
Investments in subsidiaries and associates	2.4/3.2	8 916	8 916
Plant and equipment		1	3
Accrued income and deferred expenses		233	264
<b>Total non-current assets</b>		<b>23 816</b>	<b>34 577</b>
<b>Total assets</b>		<b>47 503</b>	<b>49 402</b>
<b>Liabilities and equity</b>			
Trade payables			
due to third parties		17	81
Short-term interest-bearing liabilities			
due to third parties	2.7/3.3	4 530	5 805
due to group companies		330	3 064
Other short-term liabilities			
due to third parties		1	8
Accrued expenses and deferred income		692	755
<b>Total current liabilities</b>		<b>5 570</b>	<b>9 713</b>
Long-term interest-bearing liabilities			
due to third parties	2.7/3.3	29 980	27 925
<b>Total non-current liabilities</b>		<b>29 980</b>	<b>27 925</b>
<b>Total liabilities</b>		<b>35 550</b>	<b>37 638</b>
Share capital		17 950	17 950
Loss brought forward		-6 187	-2 233
Profit/loss for the year		190	-3 953
<b>Total equity</b>		<b>11 953</b>	<b>11 764</b>
<b>Total liabilities and equity</b>		<b>47 503</b>	<b>49 402</b>

The notes are an integral part of these financial statements.

## Statutory Income Statement

	Notes	31.12.2016 TCHF	31.12.2015 TCHF
Revenue from sales of services	2.10	621	395
Personnel expenses		- 692	- 653
Rental and maintenance expenses		- 46	- 56
Administration expenses		- 212	- 239
Advertising expenses		- 4	- 8
Other operating expenses		- 2	0
<b>Earnings before interest, tax, depreciation and amortization (EBITDA)</b>		<b>- 335</b>	<b>- 561</b>
Depreciation and amortization		- 74	- 120
<b>Earnings before interest and tax (EBIT)</b>		<b>- 409</b>	<b>- 681</b>
Financial income		2 286	3 738
Financial expenses		- 1 658	- 6 979
<b>Earnings before taxes (EBT)</b>		<b>219</b>	<b>- 3 922</b>
Taxes		- 29	- 31
<b>Net profit/loss for the year</b>		<b>190</b>	<b>- 3 953</b>

The notes are an integral part of these financial statements.



# Notes to the Financial Statements

## 1 General Information

### 1.1 Legal form, registered office and capital

Edisun Power Europe Ltd., which is listed on the SIX Swiss Exchange in Zurich (Switzerland), is the holding company of the Edisun Power Group. The company was established on December 1, 2005 as a stock corporation and is domiciled in Zurich.

The share capital of Edisun Power Europe Ltd. amounts to CHF 17 949 818.80 and consists of 341 576 registered shares with a par value of CHF 52.55 each.

## 2 Key accounting and valuation principles

### 2.1 Accounting principles applied in the preparation of the financial statements

These financial statements have been prepared in accordance with the provisions of commercial accounting as set out in the Swiss Code of Obligations (Art. 957 to 963b CO, effective since 1 January 2013). Where not prescribed by law, the significant accounting and valuation principles applied are described below.

Edisun Power Europe Ltd. is presenting consolidated financial statements according to Swiss GAAP FER. As a result, these financial statements and notes do not include additional disclosures, cash flow statement and management report.

### 2.2 Trade and other current receivables

Trade and other short-term receivables mainly include receivables from subsidiaries and are carried at their nominal value. Impairment charges are calculated for these assets on an individual basis.

### 2.3 Financial assets

Financial assets mainly include loans to subsidiaries and are carried at their nominal value. Impairment charges are calculated for these assets on an individual basis.

### 2.4 Investments in subsidiaries and associates

Investments in subsidiaries and associates are carried at cost less impairment charges. Impairment charges are calculated on an individual basis.

### 2.5 Property, plant and equipment

Tangible fixed assets are valued at acquisition or manufacturing costs less accumulated depreciation. The straight-line depreciation method is used for tangible fixed assets according to their expected useful life.

### 2.6 Accrued income and deferred expenses

Accrued income and deferred expenses mainly include capitalized borrowing costs. Capitalized costs are amortized using the straight-line method over the contractual duration of the financing.

### 2.7 Interest-bearing liabilities

Interest-bearing liabilities are valued at their nominal value. Issuing costs of bonds are carried in accrued income and deferred expenses and are amortised using the straight-line method over the term of the bond.

### 2.8 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classi-

fied as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease. All leasing contracts are terminable within 12 months of the balance sheet date.

## 2.9 Foreign currency items

The currency in which Edisun Power Europe Ltd. operates is CHF. Transactions in foreign currencies are converted into the currency in which the company operates (CHF) at the exchange rate on the day the transaction takes place.

Monetary assets and liabilities in foreign currencies are converted into the currency in which the company operates (CHF) at the exchange rate on the balance sheet date. Any profits or losses resulting from the exchange are recorded in the income statement.

Exchange rate applied on balance sheet 31.12.2016: EUR 1.0720 (31.12.2015: 1.0817)

## 2.10 Revenue recognition

Edisun Power Europe Ltd. records the gross invoice amount from the sale of services as revenues from sales of services. Edisun Power Europe Ltd. recognizes revenue when the amount of revenue can be reliably measured and it is likely that future economic benefits will flow to the entity. The sale of services is invoiced twice a year at the end of each semester.

## 3 Information relating to items on the balance sheet and profit and loss accounts

### 3.1 Intercompany borrowings

	<b>31.12.2016</b>	<b>31.12.2015</b>
	TCHF	TCHF
Other receivables from group companies (gross amount)	18 383	14 894
Impairment	0	- 245
<b>Other receivables from group companies (net amount)</b>	<b>18 383</b>	<b>14 649</b>
Loans to group companies (gross amount)	27 185	37 668
Impairment	- 12 519	- 12 274
<b>Loans to group companies (net amount)</b>	<b>14 666</b>	<b>25 394</b>

### 3.2 Equity participations

		31.12.2016		31.12.2015	
		Capital	Share	Capital	Share
Edisun Power Switzerland Ltd.	TCHF	100	100%	100	100%
Edisun Power Iberia S.A.	TEUR	61	100%	61	100%
Edisun Power PLC	TEUR	750	100%	750	100%
Edisun Power France SAS	TEUR	2800	100%	2800	100%

The Swiss Company is located in Zurich, the Spanish Company in Madrid, the French Company in Lyon and the German Company in Sigmaringen. The purpose of these companies is the financing, construction and operation of PV solar plants.

### 3.3 Interest bearing liabilities

	31.12.2016	31.12.2015
	TCHF	TCHF
3.75% Bond 2010 - 2016	0	5 805
4.50% Bond 2008 - 2019	4 530	0
<b>Total short-term interest bearing liabilities</b>	<b>4 530</b>	<b>5 805</b>
4.50% Bond 2007 - 2019	0	4 820
4.50% Bond 2008 - 2019	0	4 530
3.50% Bond 2011 - 2017	0	1 295
3.50% Bond 2012 - 2018	8 300	8 300
4.50% Bond 2014 - 2024	5 000	5 000
2.25% Bond 2015 - 2023	3 980	3 980
2.00% Bond 2016 - 2021	12 250	0
Loans from third parties	450	0
<b>Total long-term interest bearing liabilities</b>	<b>29 980</b>	<b>27 925</b>

### 3.4 Collateral for third-party liabilities

The following current and future receivable form energy deliveries from the sale of solar power to local electricity companies of the subsidiaries of Edisun Power Europe Ltd. have been pledged to secure third-party loans or straight bonds:

<b>Beneficiary</b>	<b>31.12.2016</b>	<b>31.12.2015</b>
	TCHF	TCHF
Bondholders	4 530	9 350
	<b>4 530</b>	<b>9 350</b>
	<b>31.12.2016</b>	<b>31.12.2015</b>
	TEUR	TEUR
Joint security given in order to secure bank financings for Edisun Power France SAS	8 834	9 724
	<b>8 834</b>	<b>9 724</b>

### 3.5 Pension fund

	<b>31.12.2016</b>	<b>31.12.2015</b>
	TCHF	TCHF
<b>Pension fund liabilities</b>	<b>1</b>	<b>21</b>

## 4 Other information not visible in the balance sheet or income statement

### 4.1 Significant shareholders

<b>Significant shareholders and their direct holdings</b>	<b>31.12.2016</b>	<b>31.12.2015</b>
	in %	in %
Nef Hans <sup>1)</sup>	26.7 %	22.5 %
Eberhard Martin	11.8 %	12.3 %
Group of shareholders with Hansjürg Leibundgut and B35 AG	4.2 %	6.1 %
CoOpera Sammelstiftung PUK	3.1 %	3.1 %

<sup>1)</sup> Member of the Board of Directors

### 4.2 Shares held by management and administrative bodies

#### Board of Directors

	<b>31.12.2016</b>	<b>31.12.2015</b>
Hansjürg Leibundgut <sup>1), 2)</sup>	14 442	20 850
Hans Nef	91 310	76 914
Elmar Ledergerber <sup>3)</sup>	0	0
Fulvio Micheletti	802	500
Rainer Isenrich	1 000	1 000
<b>Total</b>	<b>107 554</b>	<b>99 264</b>

<sup>1)</sup> Member of the Board of Directors until February 19, 2015

<sup>2)</sup> Group of shareholders with Hansjürg Leibundgut and B35 AG

<sup>3)</sup> Member of the Board of Directors until May 29, 2015

#### Management Board

	<b>31.12.2016</b>	<b>31.12.2015</b>
Rainer Isenrich, CEO	1 000	1 000
Reto Simmen, CFO	0	0
<b>Total</b>	<b>1 000</b>	<b>1 000</b>

### 4.3 Full-time equivalents

The number of full-time equivalents did not exceed 10 on an annual average basis.

### 4.4 Subsequent events

Edisun Power Europe Ltd. evaluated subsequent events from December 31, 2016 through April 11, 2017, the date the consolidated financial statements were issued.

No subsequent events have occurred that would require recognition or disclosure in the consolidated financial statements.

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***Edisun Power Europe AG***  
***Zurich***

***Report of the statutory  
auditor to the General  
Meeting on the financial  
statements 2016***





## **Report of the statutory auditor to the General Meeting of Edisun Power Europe AG Zurich**

### **Report on the audit of the financial statements**

#### **Opinion**

We have audited the financial statements of Edisun Power Europe AG (pages 55 - 60), which comprise the balance sheet as at 31 December 2016, income statement and notes for the year then ended, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements as at 31 December 2016 comply with Swiss law and the company's articles of incorporation.

#### **Basis for opinion**

We conducted our audit in accordance with Swiss law and Swiss Auditing Standards. Our responsibilities under those provisions and standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report.

We are independent of the entity in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession 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.

#### **Our audit approach**

##### **Overview**



Overall materiality: CHF 330'000

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the financial statements as a whole, taking into account the structure of the entity, the accounting processes and controls, and the industry in which the entity operates.

As key audit matters the following areas of focus have been identified:

- Valuation of investments in subsidiaries, other current receivables and loans to group companies
- Financing and compliance with loan covenants

PricewaterhouseCoopers AG, Birchstrasse 160, Postfach, CH-8050 Zürich, Switzerland  
 Telefon: +41 58 792 44 00, Telefax: +41 58 792 44 10, [www.pwc.ch](http://www.pwc.ch)

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### ***Audit scope***

We designed our audit by determining materiality and assessing the risks of material misstatement in the financial statements. In particular, we considered where subjective judgements were made; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

### ***Materiality***

The scope of our audit was influenced by our application of materiality. Our audit opinion aims to provide reasonable assurance that the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall materiality for the financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

<b><i>Overall materiality</i></b>	CHF 330'000
<b><i>How we determined it</i></b>	Total Assets
<b><i>Rationale for the materiality benchmark applied</i></b>	We chose total assets as the benchmark because Edisun Power Europe AG is a holding company whose principal activity is to hold investments in subsidiaries and loans to group companies. Total assets is a generally accepted benchmark for determine the materiality according to audit standards. We choose 0.7% which is within the range of acceptable quantitative materiality thresholds in auditing standards.

### ***Report on key audit matters based on the circular 1/2015 of the Federal Audit Oversight Authority***

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



### Valuation of investments in subsidiaries, other current receivables and loans to group companies

<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<p>The investments in subsidiaries, other current receivables and loans to group companies amount to CHF 42 million (88% of assets) as of December 31, 2016.</p> <p>We consider the valuation of investments and receivables from group companies as a particularly significant area due to the size of the carrying value and judgement involved in assessing the recoverability of these assets.</p> <p>Investments are typically not subject to scheduled depreciation, but impairments for possible value adjustments. The valuation methods imply considerable judgement with respect to assumptions about the future results of the business and the discount rates applied to future cash flow forecast</p>	<p>Management assessed the recoverability of investments in subsidiaries and loans to group companies and shared the results with us. We critically evaluated and challenged the assumptions made by management. As a basis for the valuation the earnings of individual solar power plants were used. Management had followed a clearly documented process for drawing up future cash flow forecasts, which was subject to timely oversight and challenge by the Board of Directors</p> <p>We compared the current year actual results with the figures included in the prior year forecast to consider whether any forecasts included assumptions that, with hindsight, had been optimistic. Actual performance was found to be higher than what had been expected / forecasted. Management has chosen a prudent approach. We challenged management's assumptions on the revenue and long term growth rates, by comparing them to economic and industry forecasts and the discount rate, by assessing the cost of capital for comparable organisations, as well as considering territory specific factors.</p> <p>The substantive tests carried out above gave us sufficient evidence to address the risks identified around valuation of investments in subsidiaries, other current receivables and loans to group companies.</p>

### Financing and compliance with loan covenants

<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<p>We consider the financing and compliance with loan covenants to be a key risk area as entity has a significant level of external debt. Bonds expire regularly and this financing needs to be successfully replaced to ensure the future financing needs of the group are met. In addition there is mismatch between the financing which is in Swiss Francs (bonds) and the forecast inflows from the company's asset base which are generally in Euro. In order reduce the foreign exchange risk, new project are financed locally in Euros. These bank loans are associated with financial covenants.</p>	<p>Management prepared an assessment of refinancing and foreign exchange risk and shared the results with us. This assessment includes as well the impact on the going concern assumption. We critically reviewed and evaluated the assumptions used by the management in regards to the development of exchange rates, liquidity, future income and the amount of possible refinancing by considering historical data as well as economic and industry forecasts. In addition, worst case scenarios and their impact were assessed and potential options discussed and documented. We found the assumptions to be consistent and in line with our expectations.</p> <p>The Board of Directors and management continuously monitored compliance with covenants in order to proactively identify possible breaches and apply the relevant measures early. We obtained external confirmations of the Groups banking arrangements, covenant requirements and checked the Group's calculations that the forecasts involved no breaches of covenants.</p>





### ***Responsibilities of the Board of Directors for the financial statements***

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the company's articles of incorporation, and for such internal control as the Board of Directors determines 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 entity'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 entity or to cease operations, or has no realistic alternative but to do so.

### ***Auditor's responsibilities for the audit of the financial statements***

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 Swiss law and Swiss Auditing Standards 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.

A further description of our responsibilities for the audit of the financial statements is located at the website of EXPERTsuisse: <http://expertsuisse.ch/en/audit-report-for-public-companies>. This description forms part of our auditor's report.

### ***Report on other legal and regulatory requirements***

In accordance with article 728a paragraph 1 item 3 CO and Swiss Auditing Standard 890, we confirm that an internal control system exists which has been designed for the preparation of financial statements according to the instructions of the Board of Directors.

We recommend that the financial statements submitted to you be approved.

PricewaterhouseCoopers AG

Thomas Wallmer  
Audit expert  
Auditor in charge

Daniel Sutter  
Audit expert

Zürich, 11 April 2017

Enclosure:

- Financial statements (balance sheet, income statement and notes)



The Corporate Governance Report as well as the Financial Statements can be downloaded at: [www.edisunpower.com](http://www.edisunpower.com)

**Contact and Address:** Edisun Power Europe Ltd., Universitätstrasse 51, 8006 Zurich, Switzerland, Phone +41 44 266 61 20, Fax +41 44 266 61 22, [info@edisunpower.com](mailto:info@edisunpower.com), [www.edisunpower.com](http://www.edisunpower.com) **Publisher:** Edisun Power Europe Ltd.

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**Edisun Power Europe Ltd.**

Universitätstrasse 51  
8006 Zurich, Switzerland

Telephone +41 44 266 61 20  
Fax +41 44 266 61 22

[info@edisunpower.com](mailto:info@edisunpower.com)  
[www.edisunpower.com](http://www.edisunpower.com)