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Agenda

Annual summit

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PRESENTERS



Jens-Peter Zink

Executive Vice President and Chairman

With EE since 2005

Prior experience

10 years with KPMG holding different positions, including Manager M&A



Jonny T. Jonasson

Chief Financial Officer

With EE since 2012

Prior experience

Extensive experience as Chief Financial Officer & General Manager



Flemming Jacobsen

Head of Group Treasury and FP&A

With EE since 2020

Prior experience

Experienced senior finance executive from telco industry





Indicative key terms of the new senior unsecured issue

Indicative key terms for the contemplated new issue

Issuer:	European Energy A/S
Country:	Denmark
Rating:	Unrated
Status:	Senior Unsecured
Amount:	Expected EUR 250m, under a framework of EUR 400m
Maturity:	[•] September 2025 (4.0 years)
Call Schedule:	Make whole during the first 24 months after issue date
Interest rate:	3m Euribor + [•]bps, paid quarterly in arrear (zero interest rate floor), act/360
Financial Undertakings:	 Maintenance Covenants Equity Ratio (parent company): ≥ 25% Project Debt to PPEI Ratio: ≤ 75% Minimum liquidity (parent company) corresponding to at least interest payment on the Senior bond for the next three quarters Incurrence Test (parent company): Equity Ratio: ≥ 35% ICR: ≥ 2.75x
General Undertakings:	Standard general undertakings pursuant to the terms and conditions, including: Distributions Financial Indebtedness Negative Pledge Financial Support Nature of Business
Put option:	101% upon a change of control event or a listing failure event
Docs:	Standalone, Danish law
Denomination:	EUR 0.01 (minimum trading unit EUR 100k)
Listing:	Nasdaq Copenhagen or other regulated market subsequently to the placing, intention to list within 3 months after the First Issue Date
Use of Proceeds:	Financing or refinancing of Eligible projects in accordance with the Issuer's Green Financing Framework, including refinancing of existing Senior Secured bonds (ISIN: DK0030448238)
Agent:	Nordic Trustee
Joint Bookrunners:	Danske Bank, DNB Markets, Nordea
Target market:	Eligible counterparties, professional clients and certain retail investors (contact Bookrunners for full target market assessment



Rationale behind the new bond issue

- European Energy reinforces its financing structure with a number of transactions at parent company level that position the company for further growth, provide additional funding and enhance liquidity management
- The outstanding EUR 200m senior secured bond is refinanced with a senior unsecured green bond with:
 - an expected size of EUR 250m
 - reset terms that will allow the company to scale its financing as it grows
 - a covenant package that reins in the capital structure covering both parent company and Group funding, taking the project level into consideration
- Also, liquidity management is enhanced by a new EUR 45m senior unsecured green RCF with three strong Nordic relationship banks
- The Green Bond Framework has been updated and is now a Green Finance Framework covering both bonds and loans in the entire Group, as European Energy is a pure green renewable developer
- Subject to a successful capital markets transaction, European Energy intends to redeem its outstanding senior secured green bond (ISIN: DK0030448238)

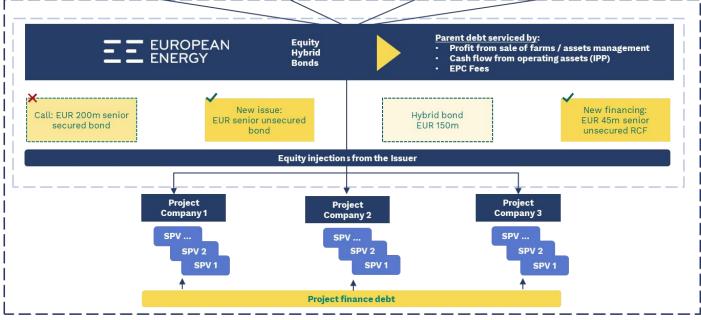
Positioning for further growth











Parent: **Equity Ratio** > 25%, **Minimum Liquidity** ≥ Interest payment on the senior bond for next 3 quarters & **Interest Coverage Ratio** ≥ 2.75x²

Group covenant : **Project Debt to PPEI** ≤ 75%^{*}

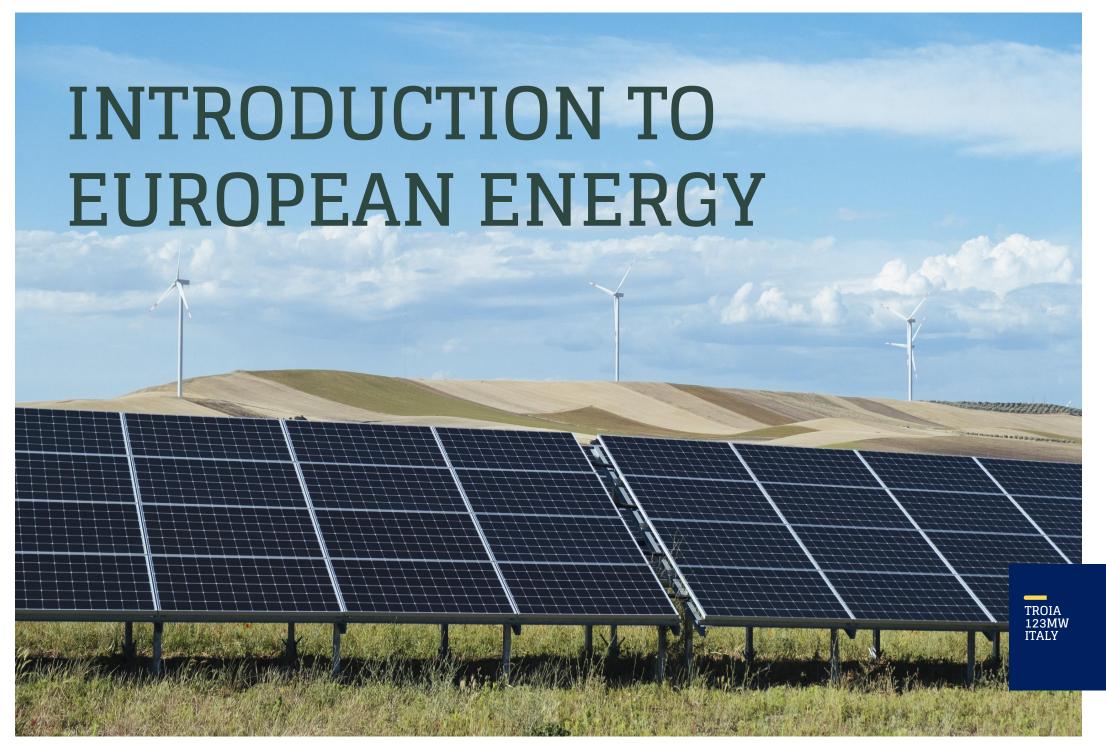
* Please refer to slide 30 for more details



By choosing European Energy you join a robust green finance framework and a partner working for 100% renewable energy infrastructure

- The framework includes green bonds, green loans and other types of debt instruments which are used to finance, or re-finance, eligible assets
- Eligible assets and projects include
- Development and construction of renewable energy projects (i.e. **solar and wind**)
- R&D projects related to solar and wind power (e.g. Risø Test Centre)
- Eligible assets and projects may cover both capital expenditures and operational expenditures, such as through labour costs or spending on R&D
- Eligible assets and projects target specific climate-related objectives to reduce greenhouse gas emissions through the production of renewable energy

Process selection	European Energy's investment committee is responsible for ensuring that only projects aligned with the framework are allocated proceeds from green bonds
Mgmt. of proceeds	A Green Bond Register will be created to ensure that proceeds are mapped to Eligible assets and projects. Projects may be added or removed and will be replaced.
Reporting	An annual allocation and impact report will be published. Where feasible impact will be reported in greenhouse gas (${\rm CO_2}$ tonne) avoidance.
External review	DNV·GL



European Energy is Denmark's leading 100% renewable energy developer, with a strong Independent Power Producer (IPP) business. We construct wind and solar farms as well as power-to-x solutions.

Prior to 2018, the EBITDA generated from European Energy's operations was predominantly from the sale of projects European Energy's EBITDA has gradually become more stable and distributed between developments and IPP business, as the latter has increased since 2018 European Energy's funding through the bond market has made it possible to make the strategic shift to also become an IPP, and the company's power production has increased significantly in recent years

The company is well positioned to continue both project divestment and also to grow its IPP business









Solar Power (70%*)



Active in Europe, Americas and Australia Onshore Wind (26%*)



Active in Europe and Brazil

Offshore Wind (3%*)



Active in Europe

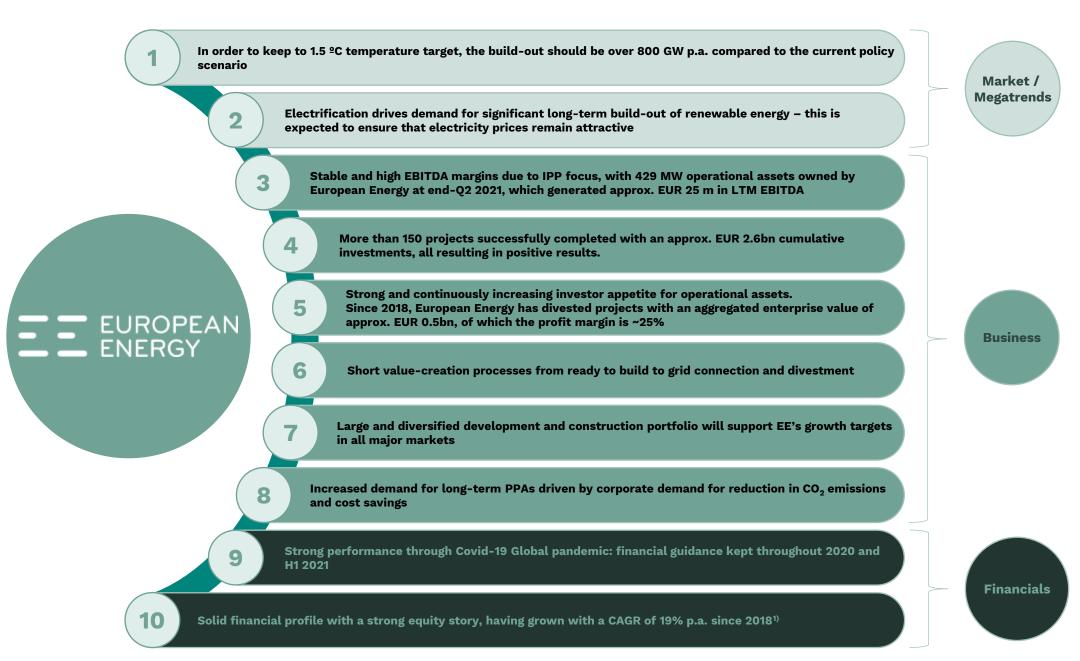
Power-to-X (1%*)



Active in Europe

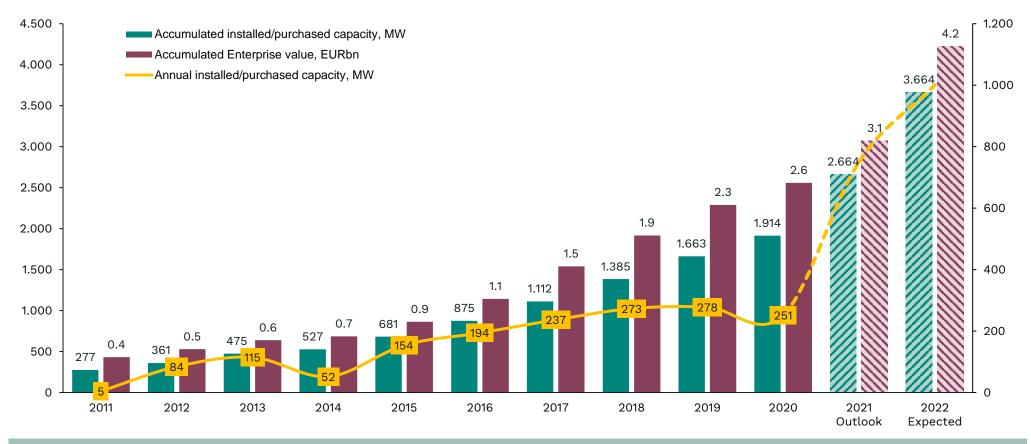
Highlights of European Energy





European Energy has demonstrated growth in capacity installed and cumulative investments





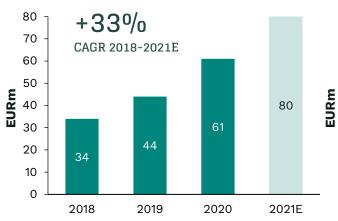
- From its Copenhagen HQ, European Energy plans, constructs and manages wind and solar farms around the world
- · Since its foundation in 2004, European Energy has constructed projects in 13 countries and are now active in 17 countries
- Thanks to its extensive experience in wind and solar farm planning, construction and management, European Energy can offer highly attractive opportunities to those seeking long-term investments in green-energy assets with low risks and stable returns
- The increase in electricity production is primarily related to the strategy to move towards becoming an Independent Power Producer (IPP) with more generating assets kept in European Energy's own books. This brings stability into profitability.
- European Energy has significantly scaled up its activity the recent years, which is primarily due to:
 - 1. An increasing focus on acquiring greenfield developing projects and
 - 2. The shift from subsidies to a subsidy-free environment



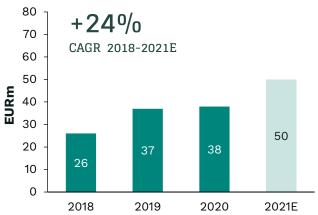
Track record of profitable growth

- Despite the COVID-19 crisis, the EBITDA has increased in 2020, and estimated EBITDA 2021 will more than double compared to 2018
- Equity excluding the hybrid was c.50% higher at end-Q2 2021 compared to end-FY 2018
- In Q2 2021, 1,129 MW was under construction and the majority is expected to be grid connected during the next 6 months

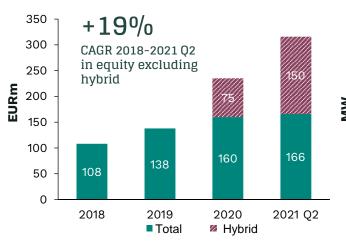
EBITDA



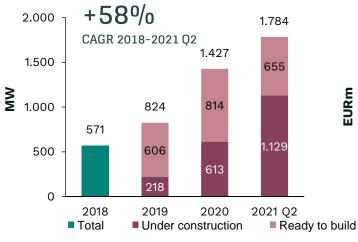
Profit before tax



Equity



Under construction / ready to build



Consolidated income from electricity sale and asset management





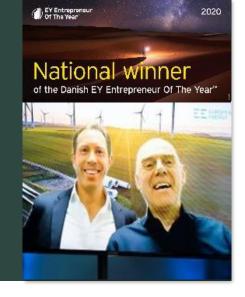


19/3/21 European Energy wins EY's Entrepreneur of the Year in Denmark The jury noted that:

 The company has a compelling narrative with a strong focus on sustainability as well as combatting climate change including a strong focus on supporting UN's Sustainable Development Goals

company with fantastic growth

• European Energy is a strong



14/4/21

European Energy expands its position in the Baltics

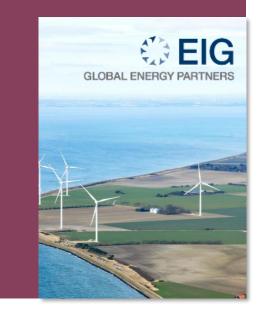
- European Energy and Eesti Energia signed the largest PPA in the Baltics. The electricity will be used in the Baltic states and the power will come from wind farms in Lithuania. It will deploy an equivalent of 250.000 Danish private individuals' annual consumption.
- In addition, in July it was announced that European Energy has GE as the turbine provider.



13/8/21

European Energy and EIG raise EUR 130m for green energy construction

- The Portfolio Construction
 Facility will start financing wind projects in European Energy's rapidly growing renewables business in Lithuania
- European Energy has started the construction of more than 300 MW in Lithuania and has a development pipeline exceeding one GW in the country. The facility is multijurisdictional, meaning it may later be applied to finance projects in other countries and markets.





We are expanding our footprint



European Energy has strong expertise in the full value = =





Development:

- Site assessment and selection including thorough analysis of environmental impact, grid capacity, political/economic framework
- Obtention of land rights and building permits
- Involvement of local citizens, stakeholders and investors

Financing:

- We secure financing at parent and project company level to ensure sound capital management
- The project companies are financed via construction debt, project debt and parent equity, whilst the parent is financed via bonds, hybrid and equity
- The Group is financed under a Green Financing Framework

Construction:

When all the essential rights and permits have been acquired, the construction phase can be started. The entire process is managed from design of the energy plant, global sourcing of components, construction activities to grid connection etc.

M&A:

- Divestment: In some cases, we divest the energy farm to long-term investors through a competitive action process. Often, we keep managing the plant for the investor to optimize production output and minimize operating costs
- Acquisition: We sometimes acquire projects if we see an optimization opportunity

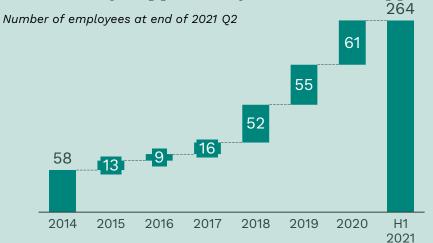
Asset management

 We consider managing the constructed assets as a part of our core business. This includes in-house competences in both technical, commercial and financial aspects of managing renewable energy plants

Power sale

- Independent power sale: We keep some of the ownership of the energy farms and generate and sell electricity as an independent power producer
- PPA: enter into long term supply contracts with a fixed price guaranteeing the delivery of renewable power from an energy farm to a business

Core activity supported by well-tuned supporting functions



Supporting internal departments:

- Legal
- HF
- Finance
- Communication & Regulatory Affairs
- Technical Innovation

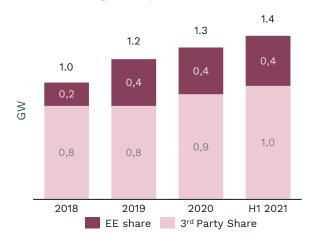


Stable recurring income from electricity sale and asset management

The main part of EE's operational portfolio is backed by either a FiT/PPA hedging contract, providing a stable cash flow

- European Energy's asset management portfolio has steadily increased by 14% p.a. since 2018, and now amounts to 139 projects of 1,400 MW
- European Energy owns an ownership stake in 66 projects totaling 429 MW
- European Energy earned EUR 47m on electricity sale and asset management in 2020 compared to EUR 23m in 2021 H1, despite poor wind in 10 21
- The operational portfolio will increase significantly going forward, due to ambitious project build out. This is not reflected on this slide
- Asset Management continues to grow and at the end of 2021 H1, European Energy managed 1.4 GW which is an increase of 17% compared to second quarter of 2020. The increase is due to new assets becoming operational with new service contracts in place

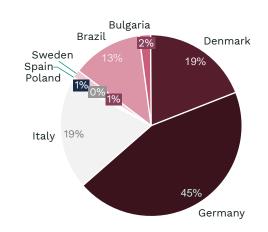
Asset management portfolio of 1,400 MW



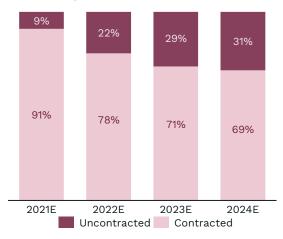
Income from electricity sale and asset management



Geographical breakdown of EE's electricity production Solar PV = 40%, Wind = 60%



Current status of contracted and uncontracted income of operational assets



 In total, approximately 91% of the 2021 revenue of the operational portfolio is hedged. This hedged proportion will change going forward, depending on additions / sales of operational plants as well as changes in PPAs

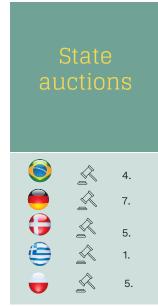


Extensive experience in power sales -1.3 GW of the construction pipeline of 1.8 GW backed by PPAs

European Energy's PPAs are enhancing the buyers' green & CSR profile and reduce uncertainty with fixed prices

- The sale of electricity and the divestment of wind and solar farms involve exposure to fluctuating electricity prices in the market. In order to mitigate this market risk, European Energy enters into long-term power purchase agreements (PPAs) or long-term feed-in tariffs for its projects with fixed prices
- European Energy has more than 6 years' experience in establishing PPAs and has today five dedicated inhouse PPA specialists who focus on how to help companies reduce costs at the same time as making the planet a better place
- The customer pays European Energy through a 10-20 year contract to supply new sources of renewable energy and in addition, European Energy passes on government-issued energy attribute certificates (EACs)
 - Due to long-term power purchase agreements (PPAs) and long-term subsidies, fluctuating spot-market power prices will have a limited effect on the profit from the sale of electricity
- To the greatest extent possible and where economically feasible, European Energy sells the electricity in PPAs
- All the energy facilities that European Energy expects to divest in 2021 have long-term offtake agreements





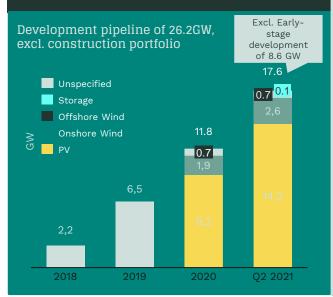






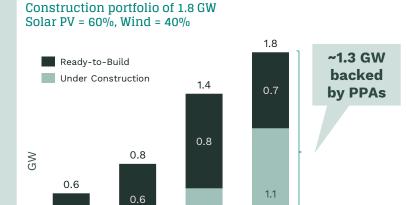
Large diversified pipeline to facilitate the rising electricity demand from electrification

- Significant pipeline of 28GW, with 26.2GW in development (early-stage = 8.6GW, late-stage = 17.6GW) pipeline and 1.8GW in the construction pipeline)
- European Energy has increased its development pipeline by 5.8 GW since the end of 2020, driven by expansion in the European pipeline
- At the end of H1 2021, European Energy has been engaged in construction activities at 26 different sites in six European countries and Brazil





- The entire 2021 target building pipeline was already under construction at end-Q2 21
- The overall building program in 2022 and 2023 is targeted to be at least 2 GW in total, of which around 35% is already under construction or ready to build
- To reach the build-out target of at least 2 GW, EE is backed by its immense developing pipeline of 26.2 GW, of which 17.6 GW is in development phase and 5.6 GW is in late-stage development, defined as projects with the possibility of realization in 2022 and 2023



0.6

2020

Q2 2021



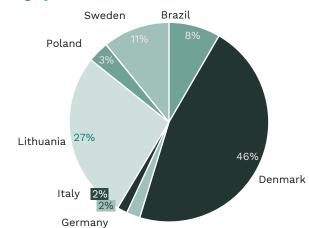
0.2

2019

0.5

0.1

2018



European Energy has successfully entered into downstream electrification (Power-to-X)



Ownership in the Danish emethanol company, REintegrate

EE made its first investment in 2020 into the Power-to-X space through an ownership stake in Reintegrate. The company has a close R&D collaboration with Aalborg University, providing key knowhow and investment projects through a technology-transfer agreement. REintegrate produces energy-efficient e-methanol, chemically identical to fossil methanol.

Several offtake agreements have been concluded, incl. agreements with Circle K and Maersk.



Ownership in the Danish heat pump company, Victor Energy Solutions (Jan. 2021)

In Q1 2021, European Energy made another investment into in-direct electrification with the investment into Viktor – a Danish company that provides district heating from 100% renewable energy



REintegrate & Maersk

A new partnership between the world's largest shipping company MAERSK and European-Energyowned REintegrate has been concluded in August 2021. REintegrate will be delivering e-methanol to MAERSK's first CO₂-neutral ship expected to leave port by 2023.





European Energy is leading the way in sustainability engagement

- ✓ In 2020, European Energy redesigned its sustainability focus areas to foster a greater integration between the business model and sustainability
- ✓ EE's core business lies in building solutions to climate change. EE achieves this through the construction and operation of solar and wind farms as well as large-scale green-energy storage
- ✓ Each year, EE raises the bar on the commitment made to grid-connect more parks throughout the world while taking decisions that cause minimal disturbance to the sites' pre-existing environments
- ✓ The sustainability efforts focus on climate, local and corporate action. Each year, the targets set are developed taking into consideration the 10 principles of the UN Global Compact and the contribution to the Sustainable Development Goals (SDGs)

Local Action



- Local job opportunities
- o Tax contributions
- Quality, Health, Safty and Environment (QHSE)

Corporate Action

- Anti-corruption and anti-bribery
- Responsible
 Procurement
- o People

Climate Action



- o Climate Change
- Environmental management
- Biodiversety

"We have seen the future, and we like what we see. And we invite everybody – politicians & investors, climate activists & sustainability initiators, local communities & national authorities – to join us in the common journey towards a world based on 100% renewable energy"



By grid connecting new parks every year, EE positively contributes to the increase in the share of clean and affordable energy in the global energy mix.



By investing in high unemployment areas and in accordance with national labour laws, EE can positively contribute to the economic growth and to decent working conditions.



By increasing its investment in quality, reliable and resilient energy infrastructure, EE positively contributes to supporting economic development and human well-being.



By adopting sustainable practices and integrating these in our reporting cycle, EE can positively impact the transaction to sustainable and efficient resource management strategies.



By contributing to a world powered by renewable energy, EE strengthens communities' long-term resilience capacity to climate-related hazards.



By investing in activities that foster the coexistence between renewable energy and biodiversity EE reduces its potential negative impact on local ecosystems.



By promoting and engaging in partnerships with private and public stakeholders EE can positively contribute to building on the resourcefulness that partnerships foster.



The world is facing challenges

New alarming findings presented in the IPCC 2021 and IRENA reports

- In the coming decades, the world will face **fundamental challenges** as a direct result of our use of fossil fuels
- Surface temperature has risen faster since 1970 than any 50-year period during the last 2,000 years. Global warming is "dominated by past and future carbon emissions", and urgent cuts must be made.
- The installed generation capacity of renewable power will need to expand from over 2,800 GW in 2020 to over 27,700 GW in 2050, about a ten-fold increase. In annual terms, this requires more than 800 GW of new renewable capacity additions every year, up from around 200 GW added in recent years



Sea Level

Up to 2.5m
by 2100 threatening
>600 cities

Environmental Migrants

-1 Bn

by 2050

World Temperature

+4 °C in this century World Population

-10 Bn in 2050 +25% vs. today Energy Consumption

+50%

increase from today to 2050



The 1.5°C pathway as presented by IRENA is alarming

The pathway to reach 1.5°C temperature increase in 2050 appears highly unlikely to be achieved with the current policies

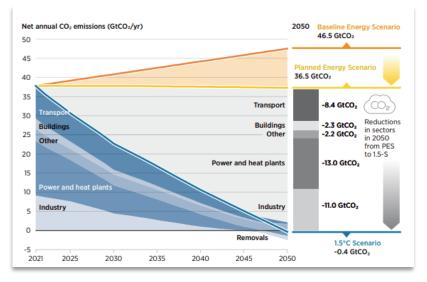
- Continuing the current emissions trajectory without implementing the planned CO₂ reductions will leave us at the Baseline Energy Scenario (at the very top) increasing the annual CO₂ emissions
- The Planned Energy Scenario (implementing current policy plans) will only stabilize the CO₂ emissions. This leaves a 36.5 Gt CO₂ yearly emission surplus compared to the target of 1.5°C temperature increase from the Paris agreement

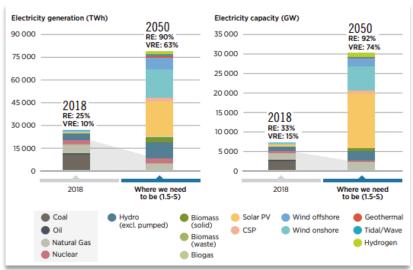
Huge change in electricity generation needed

- The change needed for electricity generation on the bar chart to the right (in line with the abatement for renewables taking up 25%)
- The installed generation capacity of renewable power will need to expand from over 2,800 GW in 2020 to over 27,700 GW in 2050, about a ten-fold increase
- In annual terms, this requires more than 800 GW of new renewable capacity additions every year, up from around 200 GW added in recent years

About the report

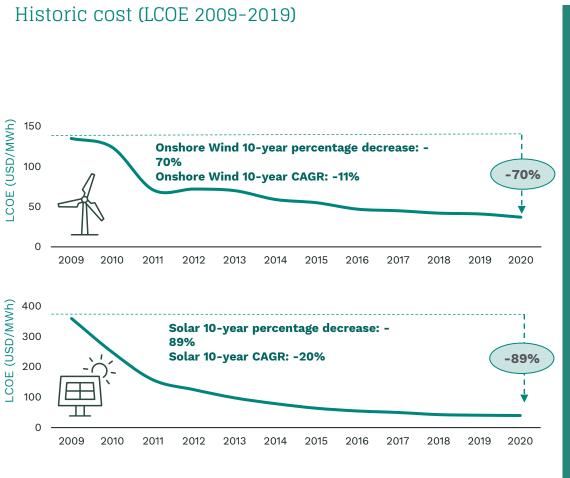
The report outlines the avenues to lead out of the climate crisis, it offers a path for decarbonising all energy uses with electrification and energy efficiency as primary drivers. The scenario presented is in line with the IPCC presented limitation of CO2 emissions to 500 Gt CO2 to reach the 1.5°C goal (the IPCC 2018 report)

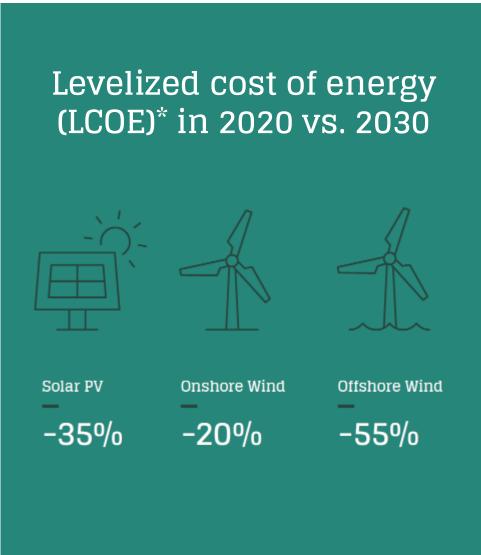






Renewables growth: driven by lower costs

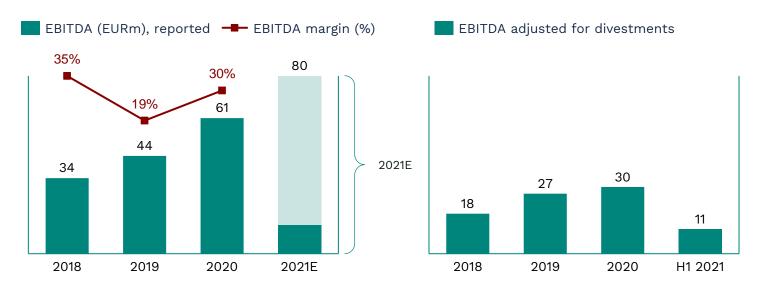




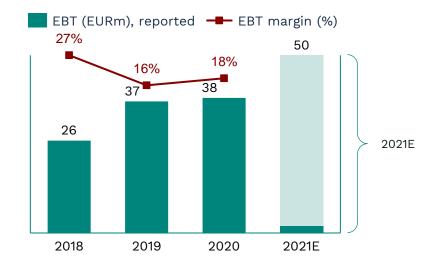




Growth in EBITDA with strong margins



Strong EBT growth



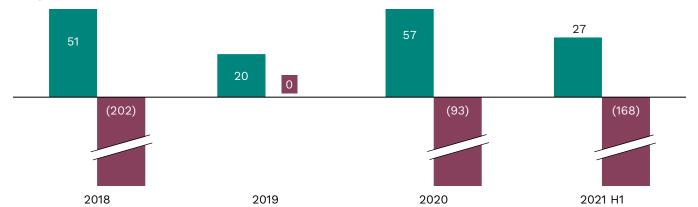


- H1 2021 EBITDA amounted to EUR 13m, which represented a 36% decline compared to H1 2020. This was mainly due to lower gross profit, on the back of lower sale of energy parks and lower sale of electricity
- Profitability remained stable, with margins increasing to 33%, compared to from 30% in H1 2020
- EBT amounted to EUR 0.9m in H1 2021, compared to EUR 7.9m in H1 2020. This was due to lower divestments of energy parks
- The sales activities for the year follow our expectations and during the second quarter we have entered into exclusivity agreements with a number of investors. Like the trend we have seen in recent years, we expect the majority of this year's sales to be closed at the end of the year.
- European Energy has a strong visibility on future earnings due to a strong pipeline and maintains its guidance for 2021 of EBITDA 80m, representing a 31% growth compared to FY 2020
- EBT is expected to be EUR 50m for the full year 2021, corresponding to a growth of 32% over 2020



Cash flow from operations excl. changes in inventories, EURm

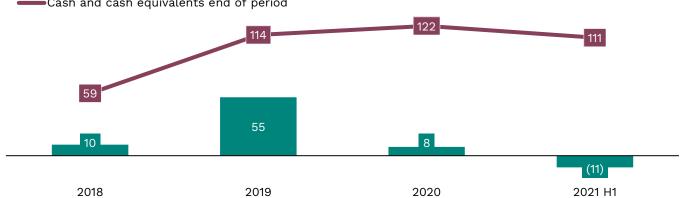
- Cash flow from operations before changes in inventories
- Change in inventories



Positive development in overall cash flow - change in cash flow year-onvear, EURm

Change in cash and cash equivalents

Cash and cash equivalents end of period





- · Cash flow from operations excluding inventories amounted to EUR 27m in H1 2021, compared to EUR 36m in H1 2020, primarily attributable to lower EBITDA
- · Including inventories, cash flow from operations in H1 2021 amounted to EUR -140m, compared to EUR -0.1m in H1 2020. That is the result of higher activity and in turn, increasing construction activities, which are accounted for in inventories
- At end-H1 2021, total cash amounted to EUR 111m, of which EUR 71m were unrestricted. This remained broadly in line with en FY 2020 levels of EUR 122m



Assets*, EURm



Equity and liabilities, EURm



Contingent liabilities end-FY 2020, EURm

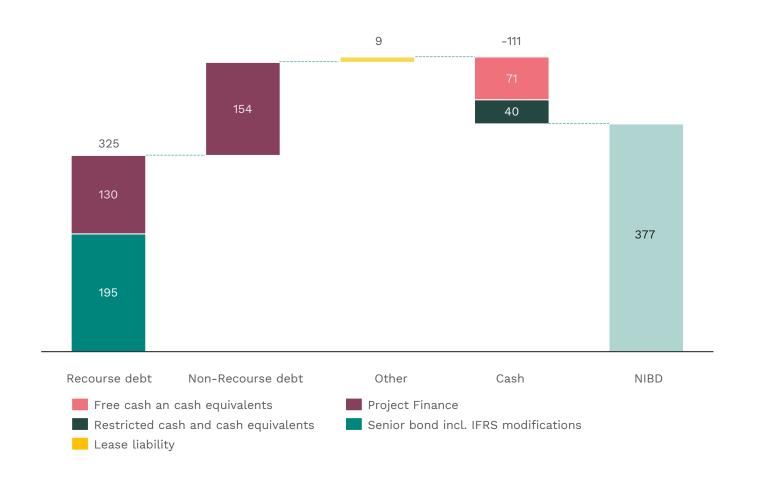




- Total asset and liabilities increased to EUR
 911m or +23% compared since Q4 2020
- On the asset side, the increase shows up in increasing inventories due to a higher construction level
- On the liability side, the increase is mainly seen in total equity reflecting the profit of year as well as the newly issued tap in the hybrid bond of EUR 75m (which is recognized as equity)
- Net interest-bearing debt increased in H1
 2021 due to higher construction activity.
 The group holds a significant cash position
 of EUR 111m (EUR 40m as restricted cash)
 which will support the growth plans for
 the rest of 2021
- Proceeds from earlier bond issuances have accelerated the growth of European Energy



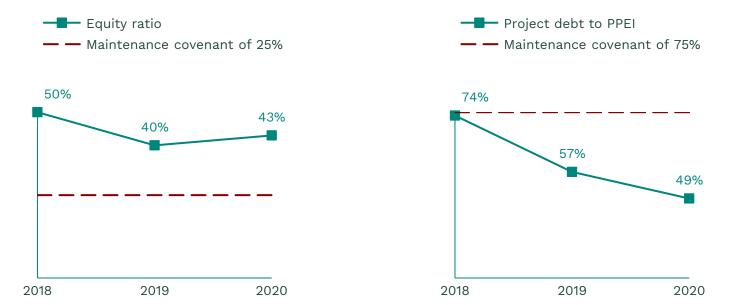
Consolidated debt overview, EURm





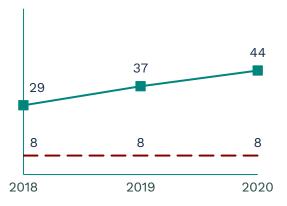
- Net interest-bearing debt increased from EUR 303m at end-FY 2020 to EUR 377m at end-H1 2021 due to higher construction activity
- The recourse part of project financing debt of EUR 130m consists mainly of construction loans, which will be converted into non-recourse loans when projects are turned into operational projects
- Cash amounted to EUR 111m, including both free cash and equivalent (EUR 71m) and restricted cash and cash equivalents (EUR 40m), of which EUR 8m relates to debt service linked to current senior bond
- The terms allow for joint financing of projects up to EUR 200m or 2.5x EBITDA (per financing pool), which gives the issuer the opportunity to raise financing at more attractive terms vs. financing each project on a standalone basis

Sufficient headroom under maintenance covenants





— — 3 times senior bond interest payment (EURm)





- All covenants are based on Issuer financials, except project debt to PPEI which is based on Group consolidated financials
- Equity (adjusted)/total assets (adjusted)
- Equity excluding fair-market-value adjustments of PPA contracts and including only 50% of hybrid capital
- Total assets but excluding cash and cash equivalents
- · Sufficient headroom of c. EUR 100m
- Consolidated project debt / consolidated PPEI
- PPEI includes property, plant, equipment and inventories
- · Sufficient headroom of c. EUR 270m
- Minimum liquidity corresponding to at least interest payment on the senior bond for the next three quarters in the form of cash & cash equivalents or undrawn committed credit facilities
- Sufficient headroom of c. EUR 20m







Suitability of Investments

The Bonds may not be a suitable investment for all investors. Each potential investor in the Bonds must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor may wish to consider, either on its own or with the help of its financial and other professional advisers, whether it:

- (i) has sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained in this presentation;
- (ii) has access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Bonds and the impact the Bonds will have on its overall investment portfolio;
- (iii) has sufficient financial resources and liquidity to bear all of the risks of an investment in the Bonds, including Bonds where the currency for principal or interest payments is different from the potential investor's currency;
- (iv) understands thoroughly the terms of the Bonds and is familiar with the behaviour of financial markets; and
- (v) is able to evaluate possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Legal investment considerations may restrict certain investments. The investment activities of certain investors are subject to investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (a) the Bonds are legal investments for it, (b) the Bonds can be used as collateral for various types of borrowing and (c) other restrictions apply to its purchase or pledge of any Bonds. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Bonds under any applicable risk-based capital or similar rules.



Risk factors (1/14)

1. RISK FACTORS

An investment in the senior unsecured bonds described in this Investor Presentation (the "**Bonds**") to be issued by European Energy A/S (the "**Issuer**") involves a number of risks. A potential investor considering investment in the Bonds should carefully review the risk factors described below.

This section presents certain risk factors, which are specific to the Issuer and the Bonds. The risk factors presented in this section are those which the Issuer is aware of and which the Issuer deems material for taking an informed decision whether to invest in the Bonds.

The risk factors are presented in seven categories and within each of these categories, the most material risks, in the assessment of the Issuer, are presented first. The Issuer's assessment of the materiality of each risk factor is based on the probability of its occurrence and the expected magnitude of its negative impact and is disclosed by rating the relevant risk factor as low, medium or high. Where a risk factor may be categorised in more than one category, such risk factor appears only once and in the most relevant category for such risk factor.

References to the Issuer in the risk factors include, where the context requires, the Issuer and its subsidiaries (the "Group").



Risk factors (2/14)

Risks Relating to the Issuer 1.1 Risks related to the Issuer's business activities

1.1.1 Construction of renewable energy projects

The Group's business comprises the construction of renewable energy projects, including wind and solar projects. The construction of renewable energy projects (whether initially developed as a greenfield investment or acquired during the development phase) involves risks relating to costs and timing.

The construction works may thus be subject to cost-overruns and/or delays. Those can stem from a poor performance by the counterparties involved in the construction, such as the construction contractors, their sub-contractors or manufacturers of key components. This may include performance issues arising from financial difficulties encountered by such counterparties or from the occurrence of unforeseen circumstances at the relevant project site, which impede the progress of the construction.

In some cases, the construction work on the Issuer's project sites is carried out by contractors with personnel sourced from other countries. Restrictions on travelling between countries, such as the restrictions imposed as a result of the outbreak of COVID-19, may therefore also delay the construction of those projects.

Additionally, delayed projects may miss out on an attractive feed-in tariff due to their late completion. As a result, the projects can become less profitable for the Issuer. If any of the abovementioned risks were to materialise, this could have a material adverse effect on the Issuer's business and results of operations. Risk rating: Medium.

1.1.2 Relationships with external partners

The Group develops, constructs and operates many of its projects in cooperation with external partners. Such partners may be, for example, companies or individuals who have originally developed a project and then kept a stake in it, financial institutions who provide funding for the development of a project, construction contractors involved in construction activities or counterparties to power purchase agreements ("PPAs") or engineering, procurement and construction ("EPC") contracts. The collaboration with external partners entail a number of risks. In particular, the Group may be exposed to risks related to its partners' behaviour and/or financial performance.

If its partners' business behaviour is unlawful, corrupt, unreliable or otherwise unprofessional, this may affect the Group's reputation as it is associated with such partner(s). A deterioration of the Group's reputation may adversely affect future business opportunities as the counterparties might pull out or offer worse conditions for future projects and collaborations. It may also impair the Group's access to financing and its relationship with private and public stakeholders necessary for the successful development of projects.

In case of a partner's insolvency, or if a partner's business behaviour is unlawful, corrupt, unreliable or otherwise unprofessional, such partner may need to be replaced and the relevant projects may be confronted with a new ownership structure and subsequent legal uncertainties. This may adversely affect the access to financing for the projects or the Group's ability to divest the projects. Furthermore, the Group's ability to successfully develop or operate projects may be affected without the financial contributions by the partner. As a consequence, the projects may fail and the Group may lose its investments in such projects.

In a number of joint ventures and associate entities which are partly owned by the Group and partly owned by one or more partners, the Group does not have a controlling interest or only has a controlling interest with regard to some matters. The partners and the Group may have conflicting priorities and business interests. This entails the risk of disagreement or deadlock on substantial matters. Disagreement or deadlock may have negative consequences for – inter alia – the development, construction or divestment of the relevant project or could otherwise lead to the relevant project not being able to achieve its full economical potential, which could have a negative impact on the Issuer's business and results of operations.

Risk rating: Medium.



Risk factors (3/14)

1.1.3 Key personnel

The Issuer is to a large extent dependent on its management, department heads and other key personnel due to the extensive knowledge and experience these persons possess. If one or more of these key persons decide to leave the Issuer, this may result in loss of know-how and may delay or prevent the implementation of the Group's projects and business strategy and thereby negatively impact business performance. It is also essential that the Group is able to recruit qualified staff on a regular basis. Due to the offices location in Denmark and the fact that positions in the company often require specific knowledge of a foreign market and corresponding language skills, the process of recruiting specific competences can at times persist for a prolonged period of time, which can have a negative impact on the Group's business.

Risk rating: Medium.

1.1.4 Weather conditions and insurances

The production of renewable power projects depends on weather conditions, such as wind or solar conditions. If the actual weather conditions on the Group's project sites are worse than the predicted average conditions, the production and revenue from the respective projects may be reduced. Extreme weather conditions may also lead to the production being entirely shut down.

The Group's insurance policies may not cover any or all of the losses incurred in connection with unfavourable weather conditions or natural disasters, such as storms, earthquakes, hail storms, floods and other unforeseen events, which in turn could have a negative impact on the Issuer's results of operations.

Risk rating: Medium.

1.1.5 Relationships with suppliers

The Group is dependent upon third party suppliers of goods and services to carry out its operations.

When constructing wind parks and solar photovoltaic ("**Solar PV**") plants, the Group concludes agreements concerning delivery of construction services, components and infrastructure, etc. with suppliers. If the suppliers fail to deliver, or if deliveries are delayed or do not meet applicable standards in relation to - *inter alia* - product quality, this may negatively impact the construction process and could also result in the Group not being able to meet its own contractual obligations to a buyer of the project in question. This could have a negative impact on the Issuer's business and results of operations.

During the operating phase of its assets, the Group may also engage suppliers to carry out the servicing and/or management of the Group's assets. A defaulting supplier could result in an interruption to the operations of a plant until a replacement supplier has been found. This could also have a negative impact on the Issuer's business and results of operations.

In addition, the Group's suppliers often demand that an advance payment is made before delivery takes place, and such advance payment may not in all cases be covered by bank guarantees or other credit protection. Accordingly, there is a risk that such advance payments may be lost if the suppliers become financially distressed.

Risk rating: Medium.

1.1.6 Price fluctuations and changes in availability of raw materials, components and services

The Group requires raw materials, components and services for purposes of the development and construction of renewable energy projects. The price and availability of raw materials, components an dservices fluctuate depending on - inter alia - local and international supply and demand, inflation, fuel costs and transportation costs.



Risk factors (4/14)

Metal (including steel and copper) is a principal raw material of the Group. Accordingly, an increase in the price of metal could increase the costs, and reduce the profitability, of the Group. Volatility in the market price of metal may result from many factors that are beyond the Group's control. The Group generally does not engage in hedging transactions to manage such commodity price risks.

The Group also requires a large amount of photovoltaic ("**PV**") modules, which are subject to various input raw materials. The price of PV modules can fluctuate significantly, which could have a significant negative impact on the Group's financial position. Furthermore, the Group is dependent upon ocean transportation of PV modules shipped from Asia. The international freight markets are volatile depending on global supply and demand. The Group is therefore exposed to the risk of increasing transportation costs as well as the risk of interruptions and delays in international transportation, which may result from unforeseen external events outside of the Group's control. This could have a negative impact of the Issuer's business and results of operations.

Risk rating: Medium.

1.1.7 Development of new renewable energy projects (greenfield projects) and acquisition of new renewable energy projects (projects in development)

The Group is dependent upon the successful development of new wind and solar energy projects, which requires the availability of suitable sites for the projects.

To ensure a successful project development, the project sites need to satisfy a number of criteria, including (i) favourable wind or irradiation conditions, (ii) availability of grid connection possibilities and capacity, (iii) favourable regulatory environment and (iv) ability to obtain required building permits. In parallel with the expansion of renewable energy in some of the Group's key markets (including Denmark and Germany), such sites are becoming more difficult to find and/or more expensive to acquire or to secure. Also, conflicts with other public/political agendas are seen such as construction of renewable energy projects in areas where conservation of fauna and wildlife is also highly prioritised. This can adversely affect the Group's ability to successfully develop new projects and expand its business, which could have a negative impact on the Issuer's business and results of operations.

In addition to greenfield projects, the Group acquires projects at different stages of their development. Accordingly, the Issuer is exposed to the risk that suitable projects are not available at reasonable prices.

The acquisition of projects developed by third parties also carry the risk that the projects have hidden deficiencies (such as missing securities, unrealistic production prognoses or hidden liabilities). These deficiencies might not have been disclosed to the Issuer in a buyer's due diligence and might not be covered by any warranties/indemnities given by the seller. The timing of the acquisition of a project may not allow for a due diligence process that covers all detailed aspects of the project, which may increase the risk of hidden deficiencies. As a result, the Group's project acquisitions may prove less profitable than expected or even result in a loss, which could have a negative impact on the Issuer's business and results of operations.

Risk rating: Low.

1.1.8 Divestment of projects

The Group's business concept includes the total or partial divestment of projects. There are a number of risks, which can impede the successful divestment of projects by the Group and thus adversely affect the Group's cash flow and ability to reinvest in new projects and to seize new business opportunities.

The demand for renewable energy projects may decrease due to, e.g., the general economic situation or to country-specific market developments, such as uncertainties with regards to the continuity of feed-in tariff schemes. The changes in the subsidy-regimes could impact the profitability of the projects negatively, and thereby lead to further decrease in the demand for renewable energy projects.

Such decrease in demand can affect both the market value of and the availability of divestment opportunities for the Group's projects. Finding creditworthy and reliable buyers can prove to be time and cost intensive. As a consequence, the divestment of projects can become more difficult and less profitable for the Group.



Risk factors (5/14)

In the framework of the divestment of a project, the Group may accept to give certain guarantees regarding the project to the buyer that are not fully covered by the back-to-back arrangements with the suppliers. Such guarantees, which may include fulfilment of permits or meeting project specific criteria for receiving subsidies, can force the Group to allocate human and financial resources to the project after its divestment and potentially lead to direct payment obligations.

Part of the revenues resulting from a divestment may be held back by the buyer or held in escrow until the fulfilment of certain conditions subsequent. This can force the Group to allocate resources to the project after its divestment and the Group may not be able to receive the entirety of the revenues, e.g., in a case where the Group is exposed to a credit risk on the buyer.

Based on earn-out mechanisms in the sales contract, the revenues resulting from a divestment may be dependent on the productivity of the projects after their divestment and be lower than expected.

Furthermore, in some instances a part of the consideration that the Group receives for a renewable energy project is deferred (including earn-out payments). Should the buyer of the project not be able to pay the deferred consideration when it becomes due, this would have a negative impact on the Issuer's results of operations.

Risk rating: Low.

1.2 Economic and market risks

1.2.1 Fluctuations in the market price of electricity and/or certificates and PPAs

While part of the income generated by the Group's wind farms and Solar PV plants is covered by fixed prices (due to guaranteed feed-in tariffs or long term PPAs or fixed price premiums, part of the income may fluctuate with the market price of electricity and/or certificates. This exposes the Group to a risk of decrease in the price of electricity and/or certificates which could occur due to – inter alia – a reduction in the demand for electricity, weather conditions, network failures or new capacity being added to the market.

The Group does not operate with a general price hedging strategy, but may from time to time enter into hedging agreements in order to receive a guaranteed fixed price instead of a variable price for the sale of electricity and/or certificates. Such agreements may require a minimum level of production and should the production not meet the agreed minimum level – for example, due to unforeseen events or unexpected adverse weather conditions – it may be necessary to purchase electricity or certificates on the spot market in order to meet the obligations under the hedging agreement. Furthermore, although the Group seeks to ensure that the PPAs that it enters into correspond to the power production of relevant project companies, this may not be possible to achieve at all times for various reasons, which in turn may result in a need for the Group to purchase electricity on the spot market to meet its obligations under the PPAs. In each case, if the spot prices at the time of purchase is higher than the price obtained by virtue of a hedging agreement or PPA, this could lead to a loss which may have an adverse effect on the financial position of the Group.

Risk rating: High.

1.2.2 Technological development of renewable energy production

The technology of renewable energy generation, including wind turbine generators and Solar PV plants, advances at a very fast pace. There is a risk that the Group may not be able to keep up-to-date with the technological development and/or to respond in a timely manner to any changes to the technology employed by the Group in its wind parks and Solar PV plants.

The rapid technological development could also lead to other technological solutions for generating renewable energy surpassing the solutions currently chosen by the Group with regard to efficiency and costs. Should this occur, it could have a negative impact on the Group's business.

In addition, the adoption of newly developed technologies based on the present scientific knowledge and state-of-the-art engineering involves a risk that the technologies may turn out to be unreliable or otherwise experience unexpected deficiencies in the future, which may impair the productivity of the affected projects. This could have a negative impact on the Issuer's business and results of operations.

Risk rating: Medium.



Risk factors (6/14)

1.2.3 Competition

The Group operates in highly competitive markets. With regard to the development and subsequent divestment of renewable energy projects, there is a large number of competitors, ranging from small- and medium sized developers with a profile similar to that of the Issuer to large state-owned utilities. Also with regard to the sale of electricity and certificates at market prices, the Group is faced with intense competition from other power generators and operators of renewable energy plants. The competition increases the demand on the Issuer to constantly improve its development and operating activities and cut costs in order to remain competitive. Any failure to do so could lead to an advantage for the Group's competitors which would negatively impact the Group.

Risk rating: Medium.

1.2.4 Power-to-X

The Group is involved in some of the first Power-to-X projects in Denmark. In 2020, the Group acquired a minority ownership stake in REintegrate ApS, a Danish emethanol company which offers green e-methanol for the transport and chemical sectors. In January 2021, the Group also invested in activities within European district heating pumps, e.g., large scale heating pumps that can replace fossil district heating systems by extracting heat from ambient air or waste heat from industrial processes.

Power-to-X is based on mostly well-known technologies while the integration of these into Power-to-X plants is less tested. Risks relating to Power-to-X include – inter alia – (i) integration and construction risks of Power-to-X plants; (ii) the risk that Power-to-X plants over time become sub-scale and thereby cost inefficient; and (iii) technology risks, i.e., the risk that innovation may bring new green energy products to market at lower costs. As a result of such risks, the Group's current and future investments in Power-to-X may not be profitable or even generate a loss. This could have a negative impact on the Issuer's business and results of operations.

Risk rating: Low.

1.3 Legal and regulatory risks

1.3.1 Regulatory framework and subsidies

The Group is dependent upon the successful development of new wind and solar energy projects, which in turn can be dependent upon the regulatory framework applicable from time to time. Given the comparably long development periods, renewable energy projects are particularly vulnerable to changes in this regulatory framework.

Most notably, the Issuer is affected by regulation and policy tools that benefit investments in "green energy", such as attractive feed-in tariff schemes and other subsidies. Any reduction of current actions favouring "green energy" may have a negative impact on the Issuer's business and results of operations.

In some of the Group's renewable energy markets, the participation in attractive feed-in tariff schemes is subject to regulatory deadlines. As a result, project development activities in such markets may increase significantly in the period up to such deadlines, which may in turn reduce the supply, and increase the costs, of crucial resources for project development, such as grid connection and capacity, construction companies or technical advisors. The increase in costs for such resources may impair the profitable development of projects. At the same time, the external deadlines causing peaks in activities also lead to peaks in the Group's internal work load. There is a risk that the necessary human resources cannot be available in due time. This may prevent the successful and timely development of new projects.

Further, there is a trend towards a decrease in subsidy levels due to successful implementation of competitive auction-processes. This has led to some regimes with none or significantly reduced subsidies for renewable energy projects, which in turn may reduce the profitability of the Group's projects.



Risk factors (7/14)

In most of the Group's key markets, there are a multitude of public and private stakeholders involved in the process of approving new green energy projects, including municipalities, governmental authorities, interest groups or local residents. These stakeholders may delay or stall the successful development of new projects. In particular, the development of new projects may be dependent on the Group's receipt of approvals and permits from public authorities (such as planning approvals) as well as satisfactory performance of environmental impact assessments. Even where the requisite public approvals and permits have been granted, they may be subject to complaints or law suits by private stakeholders, which may delay the construction of a project or even lead to its cancellation. Complaints may also be made after the project has been completed and, if such complaints are successful, the Group could potentially be required to cease operating the relevant project temporarily or even permanently. Together with the vulnerability to changes in the regulatory framework, these factors increase the risk that the Group finds itself unable to successfully develop new projects and to expand its business.

If any of the abovementioned risks were to materialise, this could have a material adverse effect on the Issuer's business and financial condition.

Risk rating: Medium.

1.3.2 Taxation

The Group is subject to various Danish and international tax legislation applicable to its global activities. The applicable Danish and international tax legislation may change from time to time, which could result in an increase of the Group's tax liabilities. There is also a risk that the tax position taken by the Group due to different view on the interpretation of the Danish and international tax legislation can lead to increased tax liabilities and other penalties. Relatedly, the Group may from time to time be involved in disputes regarding its tax position with the relevant tax authorities.

The Group is currently involved in a dispute with the Danish tax authorities relating to value added tax ("VAT"). In May 2019, the Danish tax authorities carried out a VAT audit of the Issuer, specifically in relation to the Issuer's right to deduct input VAT on expenses. Based on the VAT audit, the Danish tax authorities have concluded that the Issuer has wrongly made full VAT deductions on general costs, which the Danish tax authorities do not deem as being fully deductible. As a result, the Danish tax authorities have concluded that the Issuer must adjust its VAT deductions for the financial years of 2017 and onwards to comply with the view taken by the Danish tax authorities which results in the Issuer having to pay an additional amount to the Danish state for the financial years of 2017, 2018 and 2019. The financial year 2019 is not yet closed and the total amount to be paid for this financial year is uncertain at this stage, but the Issuer believes that it should not exceed EUR 400,000. The Issuer disputes the views of the Danish tax authorities. Accordingly, the Issuer expects to subsequently seek to recover the amount paid, however, there is a risk that the matter will ultimately be resolved against the Issuer.

Risk rating: Medium.

1.3.3 Changes to legislation and regulatory regimes

The Group operates in the market for renewable energy and renewable energy projects, which is highly sensitive to changes in legislation and to the regulatory regimes in general. Support mechanism are frequently changed because of – inter alia – the changing market conditions for renewable energy and conflicting political views on what the level of support for renewable energy should be. Changes to support mechanisms may be phased in over the course of several years but may also be implemented very quickly. In all cases, the changes require the Group to re-evaluate all projects that may be affected and, as a consequence, projects representing significant value in terms of costs already incurred or future profitability could be abandoned. Furthermore, changes to support mechanisms may be made with retroactive effect (such as reducing already guaranteed tariff levels for the future or imposing additional costs on the operation of renewable energy plants) and any such retroactive changes can impair the value of the Group's assets significantly and may have a material adverse effect on the Issuer.

Changes to other parts of the legislation than what relates to support mechanisms can also have an adverse effect on the Group. This can be the case if the changes – inter alia – makes it more difficult to develop, construct or operate renewable energy projects or on a general level increase the burden of conducting a business similar to the Group's.

Risk rating: Low.



Risk factors (8/14)

1.4 Risks related to the Issuer's financial condition and financing

1.4.1 Project financings

The Group generally finances its renewable energy projects through a combination of project financing debt and equity contributed by the Issuer. The project financing debt is typically raised by the relevant project company or, in some cases, an intermediate holding company or special purpose financing company. The equity is contributed to the project companies by the Issuer (directly or indirectly), including by way of capital contributions and/or subordinated shareholder loans.

In a typical project financing, the debt raised by the relevant project companies will account for a substantial proportion of the total construction costs normally in the range of 60% - 90%. Reduced availability of project financing on acceptable terms could lead to delays in the development and construction of renewable energy projects or prevent their realisation altogether. This would have an adverse effect on the Group's business.

Additionally, where a construction financing has been obtained in order to construct a project without a corresponding long-term financing having been secured at the same time, there is a risk that long-term financing cannot be obtained at the relevant time or at acceptable terms. This could also be the case where the duration of a long-term financing is limited so that a new long-term financing must be secured when the first one expires. This could have an adverse impact on the Group.

Furthermore, the Group has covenants related to some of its existing project financings, requiring the borrowing entities to – *inter alia* – maintain certain ratios, such as debt service coverage ratios. Should it not be possible to comply with such a covenant, e.g., due to unpredicted interruption of the production, this could entitle the lender to require that an extraordinary repayment is made or could constitute a default under the terms of the loans.

The Issuer's equity contribution to the project companies also needs to be financed, either through available cash resources and/or new debt and/or equity raised by the Issuer. Accordingly, the Group's ability to secure project financings for new projects is dependent upon the Issuer being able to finance its equity contribution. Any reduced capacity to fund the relevant project companies with equity contributed by the Issuer (directly or indirectly) could lead to delays in the development and construction of renewable energy projects or prevent their realisation altogether. This would have an adverse effect on the Group's business.

Risk rating: High.

1.4.2 Interest rate risk

Interest rate risk is the risk that changes in market interest rates will have a negative impact on the Issuer's net profit, cash flow or the fair value of assets and liabilities.

A substantial proportion of the Group's renewable energy projects are financed with debt, usually obtained as project financing, which may have a floating rate interest. Consequently, an increase in the interest rates could adversely affect the profitability of the Group's projects and could also render projects in the development stage unviable due to the higher cost of financing. Furthermore, in some instances construction financing is obtained in order to construct a project without a corresponding long-term financing having been secured at the same time. This exposes the Group to an increase in the interest rate of the long-term financing prior to it being secured. This could also be the case where the duration of a long-term financing is limited so that a new long term financing must be secured when the first one expires.

Furthermore, the Bonds carry a floating interest rate by reference to EURIBOR, and the Issuer may in the future issue additional debt with a floating interest rate by reference to EURIBOR or other benchmark rates. Upon closing of the issue of the Bonds, the Issuer expects to enter into a new EUR 45,000,000 green revolving credit facility with a Nordic bank club (the "**Revolving Credit Facility**"), which is expected to carry a



Risk factors (9/14)

floating interest rate by reference to EURIBOR for loans in EUR and CIBOR for loans in DKK. Consequently, an increase in EURIBOR, CIBOR and/or other applicable benchmark rates could increase the Issuer's financing costs in respect of the Bonds, the Revolving Credit Facility and/or future additional debt of the Issuer.

In addition, the Issuer is exposed to the risk that interest rates may increase without a corresponding increase in inflation rates. This could result in increased financing costs for the Issuer without a corresponding increase in the Group's income from the sale of electricity, which in turn could reduce the profitability of the Group's business. Furthermore, investors may require a higher return if interest rates increase, which could in turn result in lower prices for the Group's future projects. This could have a material adverse effect on the Group's business, financial condition and results of operations and on the bondholders' recovery under the Bonds.

Risk rating: High.

1.4.3 Issuer's financing arrangements and liquidity

The Issuer is dependent upon continued access to debt financing and liquidity. The Issuer's main debt financing currently consists of debt securities raised in the Nordic debt capital markets, including the Bonds and the Issuer's in aggregate EUR 150,000,000 of callable subordinated green capital securities due 3020 (the "Hybrid Capital Securities"). Upon closing of the issue of the Bonds, the Issuer also expects to enter into the Revolving Credit Facility.

The Issuer may need to issue additional debt financing in the future to finance its operations and/or refinance its existing debt financing, including the Bonds. Although the Hybrid Capital Securities will not mature until 3020, the interest payable in respect of the Hybrid Capital Securities will increase if the Hybrid Capital Securities are not refinanced upon the first call date occurring on 22 September 2023, which could materially increase the Issuer's financing costs. The Issuer's ability to successfully refinance its debt is dependent on the conditions of the capital markets and its financial condition at such time. The Issuer's access to financing sources may not be available on favourable terms or at all. The Issuer's inability to refinance its debt obligations on favourable terms or at all could have an adverse effect on the Group's business, financial condition and results of operations and on the bondholders' recovery under the Bonds.

Some of the Issuer's financing agreements include financial covenants and various other covenants. If the Issuer were to breach such covenants, this could result in acceleration of outstanding credits and premature termination of the financing. Acceleration of one financing agreement could also trigger cross default clauses in other financing agreements of the Issuer, which could then lead to premature termination of those other financing agreements. Both the Bonds and the Revolving Credit Facility include cross default and cross-acceleration clauses. There can be no assurance that the Issuer will be able to fulfil financial and other covenants in its financing agreements.

The Issuer's primary sources of liquidity are cash flow from operations, cash and cash equivalent reserves, debt securities and credit facilities. The Issuer's treasury function is responsible for adequacy of the Issuer's liquidity and availability of sufficient sources of funding. Due to the nature of the Group's business operations, the Issuer's available liquidity reserves may fluctuate depending on - *inter alia* - the timing for sales of renewable energy projects and receipt by the Issuer of the proceeds from such sales. If the Issuer is unable to manage efficiently such fluctuations, the Issuer could face liquidity shortages.

If any of the abovementioned risks were to materialise, this could have a material adverse effect on the Issuer's financial position and thereby on the Issuer's ability to fulfil its obligations under the Bonds.

Risk rating: Medium.

1.4.4 Parent company guarantees

Debt financing for specific projects is typically incurred by special purpose vehicles, but may be guaranteed, in whole or in part, by the Issuer. If the Issuer has provided such parent company guarantee, the financial risks associated with the financing will be directly transferred to the Issuer and the risks for the Group's overall result are increased.



Risk factors (10/14)

The Issuer also provide parent company guarantees under the construction phase relating to the development and construction of the project. Such guarantees may be part of a project management agreement by which the Issuer or other companies of the Group provide services with respect to the design, procurement and construction of a project. Thereby, the risks associated with the construction are transferred directly to the Issuer and the risks for the Group's overall result are increased.

Risk rating: Medium.

1.4.5 Foreign exchange risk

Foreign exchange risk is the risk that changes in exchange rates will adversely affect the Issuer's cash flow, income statement and balance sheet.

The Group conducts the majority of its business in EUR and the annual accounts are prepared in EUR. However, the Group also has exposures towards SEK and BRL relating to its business in Sweden and Brazil and, to a lesser degree, PLN and BGN relating to its business in Poland and Bulgaria.

Changes in the exchange rate between EUR and other currencies to which the Group is exposed (e.g., SEK, BRL, PLN and BGN) may therefore influence the Group's financial results and could have a negative impact on the Issuer's results of operation. This is particularly relevant where the currency in question is not subject to an exchange rate mechanism such as ERM II, which limits the exchange rate fluctuations between DKK, the currency in the Issuer's home country, and EUR. In some cases, both income and expenses are incurred in the local currency which provides a natural hedge to some extent, but in other cases there is no such match. This could increase the losses due to currency risk if no separate hedging agreements are concluded.

The Issuer's hedging strategy is focused on hedging a majority of the Group's capital expenditure incurred in currencies other than EUR and DKK. Furthermore, equity in subsidiaries is only hedged if they are estimated to have a significant impact on the Group's result.

Risk rating: Medium.

Risks Relating to the Bonds 1.5 Risks related to the nature of the Bonds

1.5.1 Status of the Bonds, structural subordination and insolvency of subsidiaries

The Issuer's obligations under the Bonds will be senior unsecured debt obligations of the Issuer. This means that, in the event of the Issuer's insolvency, including a winding-up (in Danish: konkurs) or reconstruction (in Danish: rekonstruktion) of the Issuer, the bondholders would receive payment after secured creditors (to the extent of the value of the security) and any other prioritised creditors, including creditors whose claims are mandatorily preferred by law.

The Issuer may in the future issue or borrow additional debt ranking pari passu with the Bonds. Under the terms and conditions for the Bonds (the "**Terms and Conditions**") the Issuer may issue or borrow additional debt, subject to satisfaction of certain conditions, including either satisfaction of a certain incurrence test with - inter alia - certain financial ratio requirements or additional debt in the form of certain permitted financial indebtedness, all as more fully described in the Terms and Conditions.

Unsubordinated liabilities of the Issuer ranking *pari passu* with the Bonds may also arise out of events that are not reflected in the financial statements of the Issuer, including, without limitation, the issuance of guarantees on an unsubordinated basis. Claims made under such guarantees will become unsubordinated liabilities of the Issuer, which will rank *pari passu* with the Issuer's obligations under the Bonds.



Risk factors (11/14)

If the Issuer incurs and/or guarantees additional debt in the future, this may reduce the amount (if any) recoverable by the bondholders under the Bonds in the case of insolvency, including a winding-up (in Danish: konkurs) or reconstruction (in Danish: rekonstruktion) of the Issuer.

Furthermore, the Bonds are structurally subordinated to all creditors of the Issuer's direct and indirect subsidiaries. This means that in the event of a liquidation, dissolution, bankruptcy or similar proceeding relating to any direct or indirect subsidiary of the Issuer, all creditors of such subsidiary would be entitled to payment in full out of the assets of such subsidiary before any entity within the Group (including ultimately the Issuer), as a shareholder, would be entitled to any payments. The Terms and Conditions also include permission for joint financing of several unrelated projects. If several subsidiaries of the Issuer are part of such a joint project financing providing for cross-guarantees and security, the creditors under such joint project financing may be entitled to claim against the assets of all such subsidiaries in priority to the Bonds.

Defaults by, or the insolvency of, certain subsidiaries of the Issuer could also result in the obligation of the Issuer to make payments under parent company guarantees given by the Issuer in respect of such subsidiaries' obligations, which may rank pari passu in right and priority of payment with the bondholders' claims under the Bonds. In addition, the Issuer may decide to contribute additional equity or other financial support to its subsidiaries even in circumstances where the Issuer is not legally obliged to do so. This could reduce the assets available to bondholders and thereby negatively impact the bondholders' recovery under the Bonds.

Risk rating: High.

1.5.2 Service of Bonds and distributions from subsidiaries

The Bonds may be serviced from revenues and profits generated directly at the Issuer (primarily asset management and EPC fees and gains on sale of shares in project companies) or available credit facilities as well as dividends and payments on shareholder loans received from the Issuer's subsidiaries.

A significant part of the Group's business is conducted through the Issuer's subsidiaries. The Issuer's subsidiaries are legally separate and distinct from the Issuer and have no obligation to pay amounts due with respect to the Issuer's obligations under the Bonds or to make funds available for the Issuer to make such payments. Consequently, the Issuer is dependent on its subsidiaries' availability of cash and their legal ability to make dividends and other distributions and payments to the Issuer, which may be restricted by legal, contractual and/or commercial restrictions. Should the Issuer not receive sufficient income from its subsidiaries, there is a significant risk that the Issuer may not be able to service the Bonds and the bondholders may lose their investment, in whole or in part.

Risk rating: Low.

1.5.3 Early redemption - put option and call option

Under the Terms and Conditions, each bondholder has the right (put option) to require that the Issuer purchases all or some of its Bonds upon the occurrence of a Put Option Event (as defined in the Terms and Conditions) at a specified price. If a Put Option Event were to occur, the Issuer may not have sufficient funds available, or may not be able to obtain the funds needed, to redeem or pay the repurchase price for all of the Bonds put to it by the bondholders. Failure to redeem or repurchase the Bonds would adversely affect the Issuer, e.g., by causing insolvency or an event of default under the Terms and Conditions, and thus adversely affect all the bondholders and not only those that choose to exercise the put option.

In addition, the Terms and Conditions include certain rights of the Issuer (call option) to redeem the Bonds, in whole or in part, prior to the maturity date at various call prices during the lifetime of the Bonds. During any period when the Issuer is able to redeem the Bonds, the market value of the Bonds may not rise substantially above the price at which they can be redeemed. This may also be true prior to any such period. The Issuer may be expected to redeem the Bonds when the Issuer's cost of borrowing, generally or in respect of instruments which provide benefits to the Issuer similar to those of the Bonds, is lower than the interest payable on the Bonds. At such times, the bondholders would generally not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest payable on the Bonds being redeemed and may only be able to reinvest the redemption proceeds at a significantly lower rate.



Risk factors (12/14)

Risk rating: Low.

1.5.4 Risks associated with the reform of EURIBOR and other interest rate benchmarks

EURIBOR and other interest rates or other types of rates or indices which are deemed to be "benchmarks" are the subject of ongoing national and international regulatory discussions and proposals for reform. These reforms may cause such "benchmarks" to perform differently than in the past, or to disappear entirely, or have other consequences which cannot be predicted.

Regulation (EU) 2016/1011 (the "Benchmark Regulation"), published in the Official journal of the European Union on 29 June 2016 and applicable from 1 January 2018, could have a material impact on the Bonds linked to EURIBOR, in particular, if the methodology or other terms of the "benchmark" are changed in order to comply with the terms of the Benchmark Regulation, and such changes could (amongst other things) have the effect of reducing or increasing the rate or level, or affecting the volatility of the published rate or level of the benchmark.

If EURIBOR were to be discontinued or otherwise unavailable, the rate of interest on the Bonds may be affected. In this case, the rate of interest on the Bonds will be determined in accordance with the replacement of reference rate provisions as further set out in the Terms and Conditions.

Risk rating: Low.

1.6 Risks related to the suitability of the Bonds as an investment

1.6.1 Secondary market and liquidity risk

The Issuer will apply for listing of the Bonds on Nasdaq Copenhagen A/S subsequent to the issue date of the Bonds, but the Issuer cannot assure that an active and liquid trading market will develop or be maintained for the Bonds.

The market price of the Bonds could be subject to significant fluctuations. Historically, the markets for debt such as the Bonds have been subject to disruptions that have caused substantial volatility in their prices. The market, if any, for the Bonds may be subject to similar disruptions which may have a material adverse effect on the Bonds. In the recent year, the global financial markets have experienced significant price and volume fluctuations following the outbreak of COVID-19, which, if repeated in the future, could adversely affect the market price of the Bonds without regard to the Group's business, financial position, earnings and ability to make payments under the Bonds.

In addition, pursuant to the Terms and Conditions, all trades in the Bonds shall be in a minimum nominal amount of EUR 100,000 (the "minimum trading unit"). If a bondholder holds Bonds of less than a nominal amount of EUR 100,000 due to, e.g., a partial redemption of Bonds in accordance with the Terms and Conditions, the bondholder cannot sell the remaining Bonds without first purchasing Bonds to increase its holding above EUR 100,000. Since all trades in the Bonds must be in a minimum nominal amount of EUR 100,000, the bondholder must then purchase Bonds in a nominal amount of at least EUR 100,000. Accordingly, an investment in the Bonds is only suitable for investors who can bear the risks associated with the prohibition on selling and/or buying the Bonds in nominal amounts of less than EUR 100,000.

Each of the above, alone or in combination, may result in a bondholder not being able to sell its Bonds or at a price that will provide such bondholder with a yield, which is comparable to similar investments that have a developed and liquid secondary market. This means that a bondholder may be exposed to the risks related to the Issuer until the Bonds reach the maturity date.

Risk rating: Low.



Risk factors (13/14)

1.6.2 Classification as "green" bonds

The Issuer will apply the net proceeds of the Bonds to finance or re-finance (with a maximum lookback period of three years) certain eligible assets and projects (the "Green Projects") as described in the Issuer's green finance framework dated June 2021 (the "Green Finance Framework"), including for purposes of refinancing in full the Issuer's outstanding EUR 200,000,000 senior secured callable floating rate green bonds due 2023.

There is a risk that the application of the net proceeds of the Bonds in accordance with the Green Finance Framework may not satisfy, in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether according to any present or future applicable law or regulations or by such investor's own by-laws or other governing rules or investment portfolio mandates.

There is currently no generally applicable legally binding definition of what constitutes a "green" project nor is there any clear market consensus in terms of what is specifically required for a project to be defined as "green" or equivalently labelled. Accordingly, there is a risk that the Green Projects described in the Green Finance Framework will not meet current or future investor expectations regarding such "green" or equivalently labelled performance objectives.

The EU Taxonomy Regulation (Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088) provides criteria for determining whether an economic activity qualifies as "environmentally sustainable" for the purposes of establishing the degree to which an investment is environmentally sustainable. The EU taxonomy is subject to further development by way of the implementation by the European Commission, through delegated regulations, of technical screening criteria for the environmental objectives set out in the EU Taxonomy Regulation. In June 2021, the European Commission adopted the text of the EU Taxonomy Climate Delegated Act which sets out the technical screening criteria in relation to climate change mitigation and climate change adaption. Subject to review by the European Parliament and the Council, the EU Taxonomy Climate Delegated Act will apply from 1 January 2022. Although the Issuer intends for the Green Finance Framework to be aligned with the EU taxonomy on a best efforts basis, there can be no assurance that the Green Finance Framework will comply with all criteria of the EU taxonomy.

In July 2021, the European Commission published a proposal for a regulation to create a "European Green Bond Standard" or "EUGBS", and it is expected that during the life of the Bonds, the EUGBS will be finalised and adopted. There is a risk that the Issuer's Green Finance Framework and the Bonds will not qualify as "green" pursuant to the EUGBS, which in turn may have a negative impact on the pricing of the Bonds.

Risk rating: Low.

1.6.3 Failure to comply with Green Finance Framework

Any failure by the Issuer to comply with the Green Finance Framework does not constitute a default under the Terms and Conditions. The bondholders do not have any put option or other right of early redemption in case of any failure by the Issuer to comply with the Green Finance Framework.

Any failure by the Issuer to comply with the Green Finance Framework may have a material adverse effect on the value of the Bonds and/or result in adverse consequences for individual bondholders, including (but not limited to) bondholders with portfolio mandates to invest in securities to be used for a particular purpose.

Risk rating: Low.

1.6.4 Second Party Opinion

The Issuer has appointed DNV Business Assurance Norway AS for an independent evaluation of the Green Finance Framework. The evaluation has resulted in a second party opinion dated 9 July 2021 (the "Second Party Opinion").



Risk factors (14/14)

Currently, the providers of opinions and certifications such as the Second Party Opinion are not subject to any specific regulatory or other regime or oversight and there is a risk that such providers may be deemed as not being reliable or objective, whether now or in the future.

Risk rating: Low.

1.6.5 Listing on green segment

The Issuer expects that the Bonds will be listed and admitted to trading on the "Nasdaq Sustainable Bond Market" segment of Nasdaq Copenhagen A/S. There is a risk that such listing and admission may not satisfy, in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply. The criteria for such listing and admission to trading may vary from one stock exchange or securities market to another.

Any failure for the Bonds to be listed and admitted to trading (or ceasing to be listed and admitted to trading) on the "Nasdaq Sustainable Bond Market" segment of Nasdaq Copenhagen A/S as described above, may have an adverse effect on the value of the Bonds and/or result in adverse consequences for individual bondholders, including (but not limited to) bondholders with portfolio mandates to invest in securities to be used for a particular purpose.

Risk rating: Low.

1.7 Risks related to certain limitations of the bondholders' rights

1.7.1 Amendment and waiver of Terms and Conditions

The Terms and Conditions will contain provisions for decisions of bondholders by way of a bondholders' meeting or written procedure. These provisions permit specified majorities to bind all bondholders, including bondholders who did not attend and vote at the bondholders' meeting or replied in the written procedure (as applicable) and bondholders who voted or replied in a manner contrary to the majority. Accordingly, there is a risk that a majority may make resolutions pertaining to the Bonds which an individual bondholder may not agree with, including, without limitation, that payment under the Bonds may be postponed, that the nominal amount of the Bonds may be written down or that the Bonds may be converted into another financial instrument without the individual bondholder's consent.

Furthermore, Nordic Trustee A/S, as agent and representative on behalf of the bondholders (the "**Agent**"), may, without the consent of the bondholders, agree to certain modifications of the Terms and Conditions which will be binding upon all of the bondholders as further described in the Terms and Conditions. The bondholders accordingly face a risk that the Agent will agree to amendments without the explicit consent of each of the bondholders.

Risk rating: Low.

1.7.2 "No action" clause

In accordance with the Terms and Conditions, the Agent will represent the Bondholders in all matters relating to the Bonds and the bondholders are prevented from taking actions on their own against the Issuer. Individual bondholders do not have the right to take legal actions to declare any default by claiming any payment from the Issuer and may therefore lack effective remedies unless and until a requisite majority of the bondholders instruct the Agent to take such action. Pursuant to the Terms and Conditions, remedies afforded to the bondholders are vested with the Agent, thus preventing individual bondholders from taking separate action ("no action" clause). The bondholders accordingly face a risk that the Agent will take actions without the explicit consent of each of the bondholders and with no or limited possibility of taking separate action.

Risk rating: Low.





European Energy's income statement

EUR '000	2018 ¹	2019	2020	2021 LTM Q2	2020 H1	2021 H1
Revenue	96,182	238,804	206,962	179,178	65,907	38,123
Profit after tax from equity-accounted investments	5,795	2,504	(4,878)	2,369	(5,115)	2,132
Other income	1,182	6,835	4,808	5,403	398	993
Direct costs	(60,589)	(190,614)	(132,946)	(118,566)	(33,865)	(19,485)
Gross profit	42,570	57,529	73,946	68,384	27,325	21,763
Staff costs	(5,030)	(6,695)	(7,381)	(7,531)	(5,038)	(5,188)
Other external costs	(3,933)	(6,529)	(5,368)	(6,781)	(2,583)	(3,996)
EBITDA	33,607	44,305	61,197	54,072	19,704	12,579
Depreciation & impairment	(2,490)	(5,894)	(11,671)	(12,340)	(5,793)	(6,462)
Operating profit (EBIT)	31,117	38,411	49,526	41,732	13,911	6,117
Finance income	3,907	12,148	2,815	3,017	1,611	1,813
Finance expenses	(9,100)	(13,117)	(14,566)	(13,892)	(7,665)	(6,991)
Profit/loss before tax	25,924	37,442	37,775	30,857	7,857	939
Tax	(3,403)	(1,461)	(8,109)	(4,746)	(3,369)	(6)
Profit/loss for the period	22,521	35,981	29,666	26,111	4,488	933
Attributable to:						
Shareholders of the Company	21,328	26,654	16,644	18,110	(1,246)	220
Non-controlling interests (NCI)	1,193	9,327	13,022	8,001	5,734	713
Profit/loss for the period	22,521	35,981	29,666	26,111	4,488	933

¹⁾ The Group applied IFRS 16 at 1 January 2019 using the modified retrospective approach why comparative information is not restated



European Energy's balance sheet

EUR '000	2018 ¹	2019	2020	2020 Q2	2021 Q2
ASSETS					
Non-current assets					
Property, plant and equipment	85,947	134,213	130,594	132,854	122,738
Lease assets	-	9,091	9,396	8,918	8,670
Joint venture investments	11,938	11,112	10,334	10,107	10,560
Associated companies investments	8,643	13,693	15,239	14,755	15,797
Other investments	6,764	4,394	7,497	4,416	8,558
Loans to related parties	33,179	35,620	45,346	36,043	57,953
Trade receivables and contract assets	4,131	4,241	2,907	3,700	3,169
Other receivables	3,101	15,133	12,340	17,519	12,127
Deferred tax	1,584	2,292	4,798	2,499	6,237
Prepayments	9,937	3,923	-	3,923	-
Total non-current assets	165,224	233,712	238,451	234,734	245,809
Current assets					
Inventories	202,193	227,131	325,211	263,726	493,775
Inventories Trade receivables and contract assets	202,193 9,317	227,131 16,920	325,211 27,298	263,726 16,554	493,775 24,729
Trade receivables and contract	•		,		
Trade receivables and contract assets	9,317	16,920	27,298	16,554	24,729
Trade receivables and contract assets Other receivables	9,317	16,920 8,270	27,298 21,664	16,554 8,085	24,729 26,435
Trade receivables and contract assets Other receivables Prepayments	9,317 10,734 1,027	16,920 8,270 6,116	27,298 21,664 5,301	16,554 8,085 6,828	24,729 26,435 8,942
Trade receivables and contract assets Other receivables Prepayments Free cash and cash equivalents Restricted cash and cash	9,317 10,734 1,027 50,718	16,920 8,270 6,116 82,278	27,298 21,664 5,301 86,771	16,554 8,085 6,828 95,748	24,729 26,435 8,942 70,914

EUR '000	2018 ¹	2019	2020	2020 Q2	2021 Q2
EQUITY AND LIABILITIES					
Equity					
Share capital	40,316	40,331	40,430	40,430	40,455
Retained earnings and reserves	55,772	77,797	94,650	76,388	100,878
Equity attributable to shareholders of	96,088	118,128	135,080	116,818	141,333
the Company					
Hybrid capital	-	-	75,000	21,062	150,000
Non-controlling interests	11,597	19,475	25,188	137,880	24,565
Total Equity	107,685	137,603	235,268	193,080	315,898
Liabilities					
Bond loan	83,670	192,017	194,144	193,080	195,207
Project financing	157,666	140,743	187,917	152,506	233,091
Other debt	898	905	2,139	899	2,982
Lease liabilities	-	13,037	8,307	9,996	7,242
Provisions	3,066	6,096	20,390	6,551	20,771
Deferred tax	2,986	10,241	11,999	12,184	11,736
Total non-current liabilities	248,286	363,039	424,896	375,216	471,029
Bond loan	-	-	-	-	-
Project financing	56,111	66,772	33,504	75,572	50,361
Other debt	-		-	-	-
Lease liabilities	-	1,493	1,739	1,792	1,591
Trade payables	9,987	8,981	11,629	13,878	29,842
Payables to related parties	481	2,117	11	6,577	1,229
Corporation tax	1,194	4,777	6,851	5,310	7,552
Provisions	1,985	2,800	4,400	3,800	4,090
Contract liabilities	5,960	-	-	11,636	3,058
Deferred income	-	-	2,654	-	-
Other payables	15,392	18,089	18,865	19,359	26,034
Total current liabilities	91,110	105,029	79,653	137,924	123,757
Total liabilities	339,396	468,068	504,549	513,140	594,785
TOTAL EQUITY AND LIABILITIES	447,081	605,671	739,817	651,020	910,684

¹⁾ The Group applied IFRS 16 at 1 January 2019 using the modified retrospective approach why comparative information is not restated



European Energy's cash flow statement

EUR '000	2018 ¹	2019	2020	2021 LTM Q2	2020 H1	2021 H1
Profit before tax	25,924	37,442	37,775	30,857	7,857	939
Adjustments for:						
Financial income	(3,907)	(12,148)	(2,815)	(3,017)	(1,611)	(1,813)
Financial expenses	9,100	13,117	14,566	13,892	7,665	6,991
Depreciations	2,490	5,894	11,671	12,340	5,793	6,462
Profit from equity-accounted companies	(5,795)	(2,504)	4,878	(2,369)	5,115	(2,132)
Change in net working capital	(172,106)	(14,408)	(85,402)	(231,632)	(292)	(146,522)
Interest paid on lease liabilities	-	(152)	(413)	21,753	(22,344)	(178)
Dividends ²	165	1,556	1,613	754	1,213	354
Other non-cash items	(1,263)	(2,980)	(4,122)	(8,117)	1,955	(2,040)
Cash generated from operation before financial items and tax	(145,392)	25,817	(22,249)	(165,539)	5,351	(137,939
Dividends received						
Taxes paid	(751)	(538)	(3,727)	(4,653)	(323)	(1,249)
Interest paid and realised currency losses	(8,263)	(11,459)	(12,000)	(8,412)	(6,450)	(2,862)
Interest received and realised currency gains	3.610	5.864	2.360	2.378	1.343	1.361
Cash flow from operating activities	(150,796)	19,684	(35,616)	(176,226)	(79)	(140,689
basil flow from operating activities	(130,730)	13,004	(33,010)	(170,220)	(19)	(140,003
Cash flow from investing activities						
Purchase of Property, plant and equipment	(12,576)	28,307	(3,822)	(234)	(3,717)	(129)
Proceeds from disposal of equity-accounted investments	3,161	682	-	-	-	-
Purchase / disposal of other investments	252	65	(224)	(231)	(22)	(29)
Acquisition of subsidiaries	-	(27,276)	-	-	-	-
Investments / loans in equity-accounted investments	8,508	(1,479)	(1,549)	(905)	(827)	(183)
Loans to related parties	-	(11,893)	(17,380)	(18,447)	(8,697)	(9,764)
Cash flow from investing activities	(655)	(11,594)	(22,975)	(19,817)	(13,263)	(10,105)
Cash flow from financing activities						
Proceeds from issue of bonds	25,107	200,535		_		_
Repayment of bonds	(7,600)	(88,400)				
Proceeds from borrowings	191,594	88,551	205,952	177,538	106.677	78,263
Repayment of borrowings	(49,729)	(160,358)	(201,371)	(131,489)	(86,114)	(16,232)
Repayment of lease liabilities	(49,729)	(160,358)	(2,000)	(131,489)	(00,114)	
Changes in payables to associates	(4,367)	1,636		(5,224)	4.093	(860) 975
NCI's share of capital increase of disposal of subsidiaries	· , ,		(2,106)	(, ,	,	
	6,852	(4,563)	(7,309)	(3,034)	(4,147)	128
Capital increase through exercise of warrants	-	-	404	78,547	404	78,547
Cash from issue of hybrid capital	-	-	73,391	72,466	-	(925)
Cash flow from financing activities	161,857	36,934	66,961	188,804	20,913	139,896
Cash and cash equivalents related to acquired companies	-	9,912	-	-		
Change in cash and cash equivalents	10,406	54,936	8,370	(7,239)	7,571	(10,898)
	10.100	58,586	113,522	121.093	113,522	121,892
Cash and cash equivalents at beginning of period	48.180					
Cash and cash equivalents at beginning of period Cash and cash equivalents end of period	48,180 58.586	<u> </u>	<u> </u>		<u> </u>	110.994
Cash and cash equivalents at beginning of period Cash and cash equivalents end of period Of which restricted cash and cash equivalents	48,180 58,586 (7,868)	113,522 (31,244)	121,892 (35,121)	110,994 (40,080)	121,093 (25,345)	110,994 (40,080)

¹⁾ The Group applied IFRS 16 at 1 January 2019 using the modified retrospective approach why comparative information is not restated. 2) In the 2020 annual report "Dividends" line item in the cash flow statement is reclassified from "cash flow from investing activities" to "cash flow from operating activities". This change is reflected throughout the table 2016-2020 for comparison purposes

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