



ENERGO-PRO Green Finance s.r.o.  
(the "Issuer")

**LTV Compliance Certificate**

in respect of CZK 1,060,000,000 bonds due 2023 issued by ENERGO-PRO Green Finance s.r.o. and guaranteed by DK Holding Investments, s.r.o.  
**EN.-PRO GF 6,50/23, ISIN CZ0003527749**  
(the "Bonds")

1. We refer to Clause 4.2 (*Obligation to Maintain the LTV Ratio*) of Chapter VII (*Terms and Conditions*) of the prospectus in respect of the Bonds. Terms defined in the prospectus have the same meaning when used in this LTV Compliance Certificate.
2. We hereby confirm that as at the date of this LTV Compliance Certificate **the LTV Ratio is 0.105 ( $\leq 0.5$ ) and thus does not exceed the Permitted Level.**
3. We set out below elements of the calculation of the LTV Ratio:
  - Bonds Outstanding: CZK 1,060,000,000 (EUR 41.6 M);
  - Value (a) – market value of the Pledged Shares based on the Valuation: EUR 396.1 M; and
  - Value (b) – positive balance standing to credit of Sinking Fund Account: CZK 0.
4. A copy of the Valuation prepared by the Valuation Expert is available at the Issuer's registered office at **Palladium, Na Poříčí 1079/3a, 110 00 Praha 1**; contact person: Jan Stastny; telephone no: +420 222 310 245; e-mail: [info@energo-pro.com](mailto:info@energo-pro.com).
5. A copy of the Valuation will be made available to bondholders upon signature of a hold-harmless letter in favour of the Valuation Expert. By signature of the hold-harmless letter each bondholder will, inter alia, agree (a) that the Valuation Expert accepts no liability towards such bondholder, (b) not to bring a claim against the Valuation Expert in relation to the Valuation and (c) that the Valuation is provided to such bondholder for information purposes only.

In Prague, on 27<sup>th</sup> October 2021

**ENERGO-PRO Green Finance s.r.o.**

A handwritten signature in blue ink, appearing to read 'Vlastimil Ouřada', written over a horizontal line.

Name: Vlastimil Ouřada  
Position: Executive

# ENERGO - PRO a.s.

Executive summary of valuation of ENERGO - PRO a.s. and  
confirmation of LTV

27 October 2021



# Executive summary

## 1 At glance

- PricewaterhouseCoopers Česká republika, s.r.o. ("PwC" or "we") have been asked by ENERGO – PRO a.s. ("EPAS") to perform market valuation of EPAS solely for the purpose of calculation the LTV ratio described below ("Valuation"). Valuation of EPAS was prepared as at 31 June 2021 ("Valuation date") and according to the market value standard as defined by International Valuation Standards. The Valuation assumed going concern premise.
- On October 30, 2021, ENERGO-PRO Green Finance s.r.o. ("EPGF") issued 6.50% bonds due in 2023 ("Bonds"). Parent company of EPGF, DK Holding Investments, s.r.o. ("DKHI") who serves as a guarantor of the Bonds pledged shares of its subsidiary EPAS.
- One of issuing conditions of the Bonds is to calculate covenant in form of Loan-To-Value ratio, where the *Loan* reflects amount of Bonds outstanding and the *Value* reflects market value of pledged shares of EPAS, i.e. 34% of EPAS' shares. We were informed by the management of EPAS that the amount of Bonds outstanding as at the Valuation date is CZK 1,060.0 mil., i.e. EUR 41.6 mil.

## 2 Valuation approach

- We were provided with EPAS' historical financial results for FY2019-H1\_FY2021, and consolidated business plan for FY2021-FY2025;
- Our Valuation was primarily based on income approach, specifically on discounted cash flow to entity model;
- Discount rate was assumed as a weighted average cost of capital ("WACC") taking into consideration each country of EPAS' operations;
- As a secondary valuation approach, we applied market approach, specifically market multiples at the Enterprise Value / EBITDA level.


## 3 Valuation results

- Based on our Valuation, market value of 100% of EPAS' shares is EUR 1,165.0 million. This implies Enterprise Value / EBITDA multiple of 9.6x which is in line with values observed on the market. Pledged shares of EPAS represent 34% of EPAS' shares. Market value of pledged shares of EPAS is therefore EUR 396.1 million.

## 4 Confirmation of the LTV ratio calculation

- Based on the conclusion of our Valuation, and on the amount of Bonds outstanding as at the Valuation date, we confirm the LTV ratio calculation presented by EPAS. Detail is presented below.

$$\frac{\text{Loan}}{\text{Value}} = \frac{\text{EUR 41.6 million}}{\text{EUR 396.1 million}} = 10.5\%$$



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