



Base Prospectus

for Bearer Bonds of February 11, 2026

SolarBond Germany GmbH

Fleischmarkt 1/6/12

AT-1010 Vienna (Austria)

pursuant to Article 8 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 ("EU Prospectus Regulation") in conjunction with Articles 25 and 26 and Annexes 6, 14, 22 and 28 of Commission Delegated Regulation (EU) 2019/980 of March 14, 2019 ("Delegated Regulation").

as of February 11, 2026

This Base Prospectus shall cease to be valid upon the expiry of February 10, 2027. The obligation to prepare a prospectus supplement in case of important new circumstances, material misstatements or material inaccuracies shall cease to exist as of the date of expiry of the validity of the Base Prospectus.

Note: The investments offered with this Prospectus are subject to total loss risk. Ordinary termination of the Bearer Bonds is excluded during the term.

INTRODUCTION AND NOTES

SolarBond Germany GmbH, a limited liability company under Austrian law, Fleischmarkt 1/6/12, 1010 Vienna, Austria, registered with the Commercial Register of the Commercial Court of Vienna under company register number FN 664289x (hereinafter also referred to as the “**Issuer**”), is preparing this document (the “**Prospectus**”) for the purpose of publicly offering Bearer Bonds (hereinafter referred to as “**Bearer Bonds**” or “**Bonds**” or “**Securities**”) under an offering program. The Bonds are governed by German law. It is not intended to apply for admission of the Bonds to trading.

Investors should bear in mind that an investment in the Bonds involves various risks. If certain risks materialize, in particular those described in more detail in section “II. Risks and Warnings”, investors may lose parts or all of their investment, including the interest claim (total loss risk). Each investor should make his investment decision only after his own thorough examination, taking into account his financial and other circumstances, and should seek individual and professional investment, legal and tax advice in connection with the subscription for Bearer Bonds of the Issuer before making any investment.

This Prospectus is a Base Prospectus of SolarBond Germany GmbH within the meaning of Article 8 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the Prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (“**EU Prospectus Regulation**”) and in accordance with the requirements of that Regulation, Commission Delegated Regulation (EU) 2019/980 of March 14, 2019 (“**Delegated Regulation (EU) 2019/980**”), Commission Delegated Regulation (EU) 2019/979 of March 14, 2019 (“**Delegated Regulation (EU) 2019/979**”) and the Act of May 10, 2019 implementing Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public and admitted to trading on a regulated market (“**EEA Securities Prospectus Implementation Act**”). It must be read in conjunction with all

documents included in the Prospectus (see the section headed “**VII. Documents Included in the Prospectus**”), which also form part of this Prospectus.

Bearer Bonds issued under this Base Prospectus are governed by German law.

This Prospectus contains all the information required by the provisions of the EU Prospectus Regulation and the Implementing Regulations (including, in the case of a supplement, the amending and supplementary information) relating to the Issuer and the Bearer Bonds to be offered to the public. It consists of the following sections:

- I. General Description of the Offer Program
- II. Risks and Warnings
- III. Registration Document, General Information, Information on the Issuer
- IV. Information on Non-Equity Securities - Securities Description
- V. Form for the Final Terms
- VI. Consent of the Issuer to the Use of the Prospectus
- VII. Documents Included in the Prospectus

The information contained in section “**IV. Information on Non-Equity Securities - Securities Description**” of the Prospectus will be completed and adjusted upon the issue of the respective Bonds in the relevant section of the applicable Final Terms including the Annex to the Final Terms of issue provided for Non-Equity Securities in each case.

No classification as a “green bond” or alignment with sustainability frameworks

The Bearer Bonds issued under this Prospectus are not issued as “green bonds”, “sustainable bonds” or “EU Green Bonds” within the meaning of Regulation (EU) 2023/2631 (EU Green Bond Regulation), nor are they intended to be aligned with the EU Taxonomy Regulation (Regulation (EU) 2020/852) or with the Green Bond Principles published by the International Capital Market Association (ICMA).

While the Issuer's business activities focus on the financing, construction and operation of photovoltaic installations, no formal classification, certification, external review, verification, reporting or monitoring in accordance with the EU Taxonomy Regulation, the EU Green Bond Regulation or the ICMA Green Bond Principles has been applied for or implemented in connection with the Bonds.

Accordingly, investors should not assume that the Bonds meet any specific regulatory, market-based or voluntary sustainability or "green" standards, or that the use of proceeds will be assessed or reported in accordance with such frameworks.

This Base Prospectus has been approved by the Financial Market Authority Austria (FMA), as competent authority under Regulation (EU) 2017/1129.

Financial Market Authority Austria (FMA) only approves this Base Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129.

Such approval should not be considered as an endorsement of (i) the quality of the securities that are the subject of this Base Prospectus and (ii) endorsement of the Issuer that is the subject of this Base Prospectus.

Investors should make their own assessment as to the suitability of investing in the securities.

The Prospectus was made available in due time and thus prior to the commencement of the public offering. This Prospectus has been approved by the Austrian Financial Market Authority (Finanzmarktaufsichtsbehörde – FMA) as the competent authority under Regulation (EU) 2017/1129.

In accordance with Article 21(7) of Regulation (EU) 2017/1129, this Prospectus will be made available on the Issuer's website (www.solarbond-germany.com) for a period of at least ten (10) years from the date of its approval and may be accessed free of charge.

The validity of this Prospectus is limited

to twelve (12) months from the date of its approval, this is February 10, 2027. After expiry of this validity period, the Prospectus shall no longer be valid. The obligation to prepare a supplement in the event of significant new factors, material mistakes or material inaccuracies shall cease to apply upon expiry of the validity of this Prospectus.

The Prospectus has been prepared for the purpose of the public offering of the Bearer Bonds in Austria, Germany, Liechtenstein, France, Belgium, Italy, Finland, Estonia, Latvia, Lithuania, Luxembourg and Netherlands. The Issuer requested the FMA to provide the supervisory authorities of Germany, Liechtenstein, France, Belgium, Italy, Finland, Estonia, Latvia, Lithuania, Luxembourg and Netherlands with a certificate of approval of this Prospectus. In the aforementioned countries, the Bearer Bonds may then be offered and/or sold in accordance with the applicable national and international provisions.

Pursuant to Art. 54 para. 2 of the Federal Financial Services Act (FIDLEG) in conjunction with Art. 70 para. 2 of the Swiss Financial Services Ordinance (FinSO), the Prospectus Review Board may provide that prospectuses approved in certain foreign jurisdictions are also deemed approved in Switzerland. The review bodies in Switzerland have recognized Austria and the Financial Market Authority of Austria. Accordingly, the Prospectus is deemed approved in Switzerland.

The invitation to submit a tender is generally not addressed to a specific or limited target group or category of investors. The Bonds may be acquired by any natural person or legal entity resident or domiciled in the EU.

The distribution of this Prospectus and the distribution of the Bearer Bonds may be restricted or prohibited in other jurisdictions. This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy the Bonds in any jurisdiction in which such offer or solicitation is unlawful. Persons subject to any such jurisdiction who come into possession of this Prospectus or of non-equity securities of the Issuer must inform

themselves about and observe any such restrictions and prohibitions on their own responsibility.

The Bearer Bonds have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or under any other regulation relating to the registration or distribution of securities in the United States, in connection with this offering. They may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act).

In addition, the Bearer Bonds offered by this Prospectus may not be sold to a Politically Exposed Person (“PEP”).

RESPONSIBILITY FOR THE CONTENT OF THE PROSPECTUS AND GENERAL INFORMATION

SolarBond Germany GmbH, with its registered office at Fleischmarkt 1/6/12, 1010 Vienna, Austria, entered in the Commercial Register of the Commercial Court of Vienna under registration number FN 664289x, assumes responsibility for the information provided in this Prospectus.

The Issuer is solely responsible for the accuracy and completeness of the information contained in the Prospectus.

SolarBond Germany GmbH declares that, to the best of its knowledge, the information contained in this Prospectus is in accordance with the facts and that no facts have been omitted which are likely to alter or distort the import of this Prospectus, and that it has taken all reasonable care to ensure that such is the case.

This Prospectus contains forward-looking statements or statements that may be interpreted as such. These statements include certain objectives that the Issuer intends to achieve, but are not predictions. They involve known and unknown risks and uncertainties relating to events and circumstances that may or may not occur in the future.

Forward-looking statements are no guarantees of future performance or value. Potential investors should therefore not place any reliance on these forward-looking statements. Should one or more of the risks described in this Prospectus materialize, or should any of the underlying assumptions prove incorrect, actual results may vary substantially from those described in this Prospectus as expected, believed or estimated, or may not be realized at all. The Issuer does not intend to update the information contained in this Prospectus after the end of the Offering.

All information contained in this Prospectus, in particular with respect to the Issuer and with respect to the rights attaching to the Non-Equity Securities, relates to the date of approval of this Prospectus. The delivery of the Prospectus or the offer, sale or delivery of the Bonds does not under any circumstances

imply that the information contained in the Prospectus is accurate as of the date on which the Prospectus was published or last amended or supplemented or that there has been no deterioration in the financial condition of the Issuer since the date of the Prospectus or since the date of the last amendment or supplement to the Prospectus, and that any other information provided in connection with the Issuance Programme continues to be accurate after the date on which it is made available or (if different) the date on the document containing the information that is accurate at the relevant time. In any event, the validity of this Prospectus is limited to 12 months from the date of approval of this Prospectus, this is February 10, 2027.

The most complete possible information about the Issuer and the offer of the Bonds of the Issuer is only given if this Prospectus, supplemented by any supplements, is read in conjunction with the respective Final Terms of the respective Non-Equity Security.

This Prospectus contains all statements and information made by the Issuer in connection with the offer of Bonds. An offer of Bonds is made solely on the basis of this Prospectus.

The Issuer has not authorized any other person to give any information or to make any representation not contained in this Prospectus or in any other information given by the Issuer or contained in or inconsistent with publicly available information. Any information given or representations made shall be deemed not to have been authorized by the Issuer. No person is authorized to give any information or to make any representation not contained in this Prospectus. Such statements may not be relied upon under any circumstances.

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I. GENERAL DESCRIPTION OF THE OFFER PROGRAM

1. Content of the Offer Program

The Base Prospectus published by the Issuer contains information on Securities that may be offered under the Program. These are Bearer Bonds. The Base Prospectus does not contain all the information required for an investment decision, as the structure of the relevant Securities has not yet been determined at the time of publication of the Base Prospectus, but will only be described in the applicable Final Terms.

An investment decision can therefore only be made after the investor has carefully read and assessed the Final Terms for the relevant Securities as well as the Base Prospectus and any supplements in connection with each other. The Final Terms will be published on the Issuer's website, www.solarbond-germany.com.

The following general description of the Programme provides an overview of the key features of the offering programme.

It is intended to assist investors in understanding the structure of the Programme and must be read in conjunction with this Prospectus as a whole and, in particular, with the applicable Final Terms.

Issuer	SolarBond Germany GmbH, Fleischmarkt 1/6/12, 1010 Vienna, Austria, registered in the Commercial Register of the Commercial Court of Vienna under the registration number FN 664289x, telephone: +43 1 3580042
Description	Offer program for Bearer Bonds
Issue volume	The aggregate amount of the respective issues of Bearer Bonds under this Program will be specified in the Final Terms.
Types and forms of Securities	Under the Program, the Issuer may issue immediate, unsubordinated, unsecured Bearer Bonds. The Bearer Bonds are securitized for the entire term of the bond in a global bearer certificate, which deposited with the depository. Physical delivery of actual bonds or interest coupons cannot be requested.
	The bondholders are entitled to co-ownership shares in the global certificate, which can be transferred in accordance with the statutory provisions and the regulations of the depository.
Currency	The Securities are denominated in CHF or EUR, the final currency will be specified in the Final Terms.
Paying agent	The paying agent is Baader Bank AG, Weihenstephaner Straße 4, DE-85716 Unterschleißheim, Germany
Trade approval	Securities issued under this program will not be admitted to trading.
Applicable law	Subject to any mandatory consumer protection provisions, the Bonds shall be governed by German law, to the exclusion of the provisions of private international law to the extent that this would result in the application of foreign law.
Jurisdiction	The exclusive place of jurisdiction for all actions against the Issuer shall be Vienna, Austria, subject, however, to any mandatory consumer protection provisions to the contrary.

II. RISKS AND WARNINGS

1. General Risk Considerations

Terms defined in the Final Terms or elsewhere in this Prospectus have the same meaning in this section. Investors are exposed to Issuer-related and Securities-related risks in connection with the Bonds described in this Prospectus. Investors should therefore carefully read and consider the following risk factors and the other information contained in this Prospectus in making their investment decision before deciding to purchase the Bonds of the Issuer described in this Prospectus.

The risks which the Issuer considers to be material are set out below. However, there is a possibility that the risks listed below, when considered retrospectively, may not prove to be conclusive, in particular because risks which the Issuer did not consider to be material at the time of the preparation of the Prospectus become material and the Issuer is unable to make interest and/or principal payments on or in connection with the Bonds for reasons other than those set out herein. Such other reasons cannot be foreseen at the time of the preparation of the Prospectus and therefore cannot be currently assessed by the Issuer as material risks.

The realization of one or more risks may have material adverse effects on the Issuer's net assets, financial position and/or results of operations and, in extreme cases, may lead to a total loss of the interest payable to investors and/or a total loss of the amount invested. The investor should consider and be able to cope economically with such a conceivable total loss against the background of his personal financial circumstances and investment objectives.

Investors should have experience with regard to Securities transactions of this kind. In any event, they should read the risks set out in detail in this Prospectus carefully and evaluate them accordingly in order to be able to assess the risk of the Bonds offered here. From the Issuer's point of view, individual advice by a knowledgeable expert is in any case indispensable prior to the purchase decision.

The selected order of the risk factors represents a statement about their probability of occurrence and about the significance or severity of the respective risk or the extent of the potential impairment of the Issuer's business and financial position. On the basis of applicable law, the Issuer is entitled to classify risks according to the categories "low", "medium" and "high" and to present them accordingly. In this respect, the description of the risks in the following section is structured under the respective risk category as "risk class high", "risk class medium" and "risk class low". Where a risk class is not mentioned or is marked "Not applicable", the Issuer does not currently consider a risk class to exist for the respective risk category. Within the risk categories, too, the order chosen is to be understood as a statement about the probability of occurrence and about the significance or severity of the respective risk or the extent of the potential impairment of the Issuer's business and financial position.

The materialization of any of the following risks, either individually or in combination, may have a negative impact on the Issuer's net assets, financial position and/or results of operations, which in the worst case may even lead to the Issuer's insolvency. With regard to all risks, there is a risk for investors that interest payments will not be made or that they will lose parts and/or the entire investment amount (risk of total loss).

2. Risks Specific to the Issuer

2.1. Risks Relating to the Issuer's Financial Position

2.1.1. Risk Class High

Insolvency risk and risk of access by other creditors of the Issuer

If the Issuer's business model should prove to be unsustainable for any reason whatsoever, or if the Issuer should experience financial difficulties that are not merely minor and persistent, the Issuer's continued existence as a going concern would be jeopardized. If the Issuer does not have sufficient funds available to make repayments and/or interest payments to investors or to cover other liabilities, this may lead to insolvency for the Issuer. As a result, investors will not receive interest payments and will lose part or all of their investment.

If the borrowed capital is no longer covered by current and non-current assets, the Issuer is arithmetically overindebted. As the Issuer itself only has a low level of operating activities, arithmetical overindebtedness can quickly occur when Bearer Bonds are issued. Under Austrian law, arithmetical overindebtedness is not in itself sufficient to open insolvency proceedings. In order for insolvency proceedings to be opened against the Issuer, a negative going concern forecast must be added to the calculated overindebtedness. When preparing a going concern forecast, future receivables must also be included and the risk of future illiquidity must be taken into account. As soon as there is a negative outlook, insolvency proceedings must be opened against the assets of the Issuer. In such a case, investors are exposed to the immediate risk of non-payment of interest and partial or total loss of the investment amount.

Any adverse effect on the Issuer's net assets, financial position or results of operations that has a negative impact on its liquidity position may increase or realize the risk of insolvency and the resulting risks for investors, consisting in the failure to make interest payments and the partial or total loss of the investment amount.

Since the Issuer plans to build and operate photovoltaic systems itself, but does not engage in any other independent operating activities beyond that, the Issuer's liable share capital is only EUR 25,000.00. The share capital is subsequently matched by significantly higher liabilities to the investors and other contractual partners. Therefore, investors are exposed to a significantly higher credit risk when purchasing the Bonds compared to an Issuer with a significantly higher capitalization.

The claims of the creditors under the Bonds are not secured. Accordingly, it is possible that other creditors of the Issuer, e.g. contractual partners, may seize assets owned by the Issuer in order to enforce their claims against the issuer.

In the event of insolvency proceedings relating to the assets of the Issuer, the claims of these other unsecured creditors against the Issuer would rank *pari passu* with the claims under the Bonds. As a result, other creditors of the Issuer are in a competitive relationship with the bondholders with respect to the assets of the Issuer. If the Issuer's assets are insufficient to meet all of its liabilities, there is a risk that bondholders may suffer a partial or total loss on their investment in the Bonds. In addition, it is possible that the Issuer will issue further Bonds during the term of the Bonds in question, which may rank *pari passu* with or higher than the investors in the Bonds in question. It is therefore to be expected that further creditors with substantial claims will be added.

Secured creditors can satisfy themselves from the assets of the Issuer on a priority basis and their claims take precedence over those of the investors in the Bond in question. The priority of secured claims means that these must be satisfied before the investors and subsequently reduce the Issuer's assets available for satisfying the investors. This may result in a total or partial default on

payments to bondholders.

Liquidity risk

Liquidity is the ability to meet existing payment obligations on time at all times. The existence of liquidity therefore requires that sufficient liquid funds are available. The Issuer's liquid funds originate from the issuance of Bearer Bonds, including the present issue as well as subordinated and/or participating loans taken out in the future, the utilization of existing or yet to be acquired investments or - in relation to investments in the field of photovoltaics - also from current income generated from investments. If the Issuer does not succeed in meeting its earnings expectations, in drawing down the corresponding financial resources and in obtaining sufficient liquid funds, the liquidity situation of the Issuer will deteriorate and there is consequently a risk that the Issuer will not be able to satisfy liabilities due on time or at all.

The Issuer plans to build and operate photovoltaic plants itself. Since the Issuer does not engage in any other independent operating activities beyond that, the Issuer is significantly dependent on the business success of its investments in photovoltaic systems. The liquidity risk may therefore materialize in particular if the profits from the Issuer's investment activities do not materialize as expected or if the Issuer is not in a position to call the necessary funds from its investors. It is also possible that the Issuer lacks liquid funds even after receiving the proceeds from the issue of the Bonds and therefore does not succeed in acquiring or purchasing suitable investments. This is conceivable, in particular, against the background that the proceeds of the Bearer Bonds issues are also used to cover the issue costs. If the proceeds of the issue therefore do not meet the Issuer's earning expectations, there is a risk that the proceeds will have to be used in whole or in part to cover the costs of the issue and that no more liquid funds will be available for investments.

The risk of insufficient available cash to meet liabilities on time may also materialize if revenues are lower than forecast or if no revenues are generated at all, if cash is used for purposes other than those for which it was intended, if unexpected expenses are incurred, or if material contracting parties default in whole or in part and fail to meet their obligations to the Issuer on time or at all.

Start-up risk

The Issuer is a newly founded company. It was only founded in October 2025. Accordingly, the Issuer has no business history that investors could use to assess the Issuer. There is also no historical data available regarding the Issuer's business model or the Issuer's financial situation.

Investors therefore have only very limited information at their disposal. All information in the Base Prospectus on the Issuer's planned business activities is based exclusively on the Issuer's plans and forecasts. As the Issuer has no business experience in the business model envisaged here, there is a risk that the Issuer's plans and forecasts may prove to be incorrect. This may lead to the failure of the business model and thus to the partial or complete loss of the amount invested and the investors' interest claim.

Risk of insufficient subscriptions from the investors

No actual investors have currently been confirmed, they must first be attracted. The Issuer expects that the total amount of the securities will be subscribed and paid up, at least to a large extent. Deposits from Bearer Bonds of around EUR 1 Mio. at least are necessary to ensure repayment of the deposited funds when the expected returns occur. There is a high risk to the success of the future investment if the planned partial amount is not subscribed within a year of the approval of this prospectus. Only if sufficient investor capital is available can the planned investment properties be acquired and the Issuer's economic objectives be achieved.

Furthermore, this circumstance is dependent on the Issuer itself being successful in sales and

any sales partners being able to broker the purchase of Bearer Bonds to a sufficient extent. The brokerage services of third parties for the Issuer may be negatively influenced by the fact that they do not enter into an exclusivity agreement with the Issuer. This means that they also provide brokerage services for other, competing product providers, for example for other Issuers of Bearer Bonds.

The materialization of the above risks can negatively impact the asset, financial and earnings situation of the Issuer, which can lead to the investor not receiving fixed interest payments or to a partial or total loss of the investment amount.

Risk of high issuing costs

High issuing costs are incurred for the issuance of the Bearer Bonds. These amount to 20% of the capital to be raised in relation to the issue volume. Only part of these costs is dependent on sales. If significantly less bond capital is raised than forecast by the Issuer, the actual issue costs will be significantly higher in relation to the capital actually raised.

This may result in the Issuer having insufficient capital available for meaningful investments. This in turn may result in the Issuer being unable to make interest payments and repayments to investors. This can lead to a total loss of the capital invested, including the interest claim.

Risk of Insufficient or Absent Profits

The Issuer's ability to meet its financial obligations—particularly interest payments and the redemption of the Bearer Bonds—depends almost entirely on the revenues generated from the photovoltaic installation that the Issuer intends to construct and operate within the Solarpark Barnin project area.

“Photovoltaic Installation” means the photovoltaic installation operated by the Issuer, including the modules, inverters, mounting structures and grid-connection components used for the generation of electricity from solar energy.

The Issuer does not generate significant operating revenues from any other business activities and therefore lacks alternative income streams. As a result, the Issuer is economically dependent on the successful construction, commissioning and operation of its photovoltaic system and on the continuous generation of sufficient electricity revenues.

The Issuer will receive substantial cash inflows only if the photovoltaic installation erected on its separately leased project parcels achieves the expected electricity yields and generates sustainable income from the sale of electricity. If the plant does not reach the projected performance levels—whether due to technical malfunctions, construction delays, grid-connection constraints, weather-related underperformance, regulatory or market-related factors, or fluctuations in electricity prices—the Issuer may generate no revenues or only revenues that are insufficient to cover its ongoing financial obligations.

In the absence of sufficient profits, the Issuer may experience liquidity shortages and may be unable to meet its payment obligations as they fall due. In particular, the Issuer may be unable to service interest payments under the Bearer Bonds, repay the principal amount at maturity, or cover ongoing operating, financing and administrative costs. As the Issuer has limited own funds and no diversified revenue base, prolonged periods of insufficient or absent profits may lead to over-indebtedness, insolvency or the initiation of insolvency proceedings against the Issuer.

Such developments would have a material adverse effect on the Issuer's net assets, financial position and results of operations. In such circumstances, bondholders may suffer delays or failures in interest payments and may incur a partial or complete loss of their invested capital.

2.1.2. Risk Class Medium

Debt financing by the Issuer

The Issuer intends to finance the construction of its own photovoltaic installation within the Solarpark Barnin project area in Mecklenburg-Vorpommern primarily through the net proceeds of the Bonds offered under this Prospectus, supplemented where necessary by equity contributions and subordinated or profit-participating loans. The Issuer does not own the project land; it intends to lease its designated project parcels under long-term sublease agreements with KVG Kiesgewinnungsgesellschaft mbH.

If fewer funds are raised under the Bond offering than expected, or if adverse market conditions, cost increases, delays in the approval process, supply-chain disruptions or other unforeseen events occur, the available capital – including any subordinated or profit-participating loans – may not be sufficient to achieve the Issuer's investment objective. In such circumstances, the Issuer may be required to obtain additional external financing.

There is no assurance that additional financing will be available when needed, in the required amount, or on acceptable terms. The Issuer's ability to raise further debt depends primarily on its net assets, financial position and results of operations, as well as on market conditions and lender requirements. If the Issuer is unable to obtain the necessary funds, this may delay the construction of the photovoltaic installation, prevent further investments, or hinder the fulfilment of other payment obligations. This may have a material adverse effect on the Issuer's financial situation and may ultimately lead to insolvency.

Even if the Issuer succeeds in obtaining further debt capital, this will increase its financial obligations and require additional liquidity to service and repay such financing. If the Issuer is unable to meet these obligations, including interest and principal payments, this will have a negative impact on its net assets, financial position and results of operations and may lead to insolvency. In such circumstances, investors may suffer a failure of interest payments and a partial or complete loss of their invested capital.

For future projects that have not yet been determined, the Issuer may cooperate with project companies and provide them with capital in the form of subordinated or profit-participating loans. If such project companies are unable to repay the funds due to adverse developments, operational issues or changing market conditions, the Issuer may incur losses. As subordinated financing is typically unsecured or secured only to a limited extent, recoveries in the event of default may be significantly reduced or may not be realised at all, which may result in a partial or complete loss of the amounts invested by the Issuer in such financing arrangements. This may adversely affect the Issuer's liquidity and financial stability and impair its ability to meet its obligations under the Bonds.

Exchange rate and currency risk

There is always a risk of unfavorable exchange rate developments (currency risk). The currency risk consists of fluctuations in the value of balance sheet items (e.g. receivables and payables) and/or cash flows as a result of exchange rate fluctuations. This risk exists in particular where business transactions in a currency other than the local currency (foreign currency) exist or may arise in the course of business as planned.

This risk is significant for the Issuer as it issues Bonds in both Swiss Francs (CHF) and Euros (EUR). This means that a large part of its obligations is in a foreign currency. If a currency risk materializes, in particular due to the EUR/CHF or CHF/EUR exchange rates, this may have a negative impact on the Issuer's net assets, financial position and/or results of operations. For the investors, this may lead to a failure to receive interest payments and to a partial or complete loss of the investment amount.

Risks associated with the transfer of tasks to third parties (Outsourcing Risks)

The Issuer has in principle no human and material resources of its own. All essential administrative tasks, such as customer administration and customer service, sales coordination, agency administration (financial intermediaries) and support, commission invoicing and payment, marketing and conceptualization, are performed on behalf of the Issuer by third parties with whom the Issuer has concluded appropriate contracts (VIVAT Financial Services GmbH, Largamus GmbH, SIA Spirit Capital Investment). All of these contracts can be terminated, each subject to various notice periods. If any such contract should be terminated by a contractual partner or by the Issuer, the fulfilment of liabilities from the Bearer Bonds is dependent on the ability of the Issuer to find other individuals willing to carry out the administrative tasks in the place of the former contractual partners and sign equivalent contracts with them.

It is also possible that, during the transfer of administrative tasks, expertise regarding the properties managed and the management processes could be lost, and the Issuer is unable to find and contractually bind suitable, reliable service providers within the required time. The outsourcing risk exists in the risk that the internal business processes of the Issuer could be adversely affected by outsourcing processes, and that higher costs or operational losses could occur, or there is a loss of profit. This can occur, for example, as a result of contracts which have not materialized because of outsourcing deficiencies. Furthermore, the outsourcing risk consists in the risk that the contractual outsourcing arrangements contain imprecise services and/or an inadequate level of service.

This could have a significant negative impact on the asset, financial and/or earnings situation of the Issuer, the group or individual group companies and therefore on the ability of the Issuer to fulfil its liabilities from the Bearer Bonds.

2.1.3. Risk Class Low

Not applicable.

2.2. Risks Relating to the Issuer's Business Activities and Industry

2.2.1. Risk Class High

Risk of Interdependence with Other Issuers Developing Photovoltaic Installations Within the Same Project Area

The photovoltaic installation to be financed by the Issuer is part of the broader Solarpark Barnin development area, in which other independent project companies – including Germany SolarINVEST GmbH and MR Sun GmbH – intend to construct and operate their own separate PV systems on adjacent parcels. Although the Issuer is legally and economically independent and finances, leases, constructs and operates only its own installation, the parallel development of several sub-projects within the same area may create indirect operational, administrative and market-related risks.

The projects share certain overarching planning parameters, including the municipal land-use plan, environmental assessments and grid-connection framework. Delays, amendments or interruptions affecting the project development of one of the other issuers may also influence the timing or progress of the Issuer's own project. This includes potential effects on access roads, construction logistics, shared infrastructure interfaces or grid-connection coordination. Such delays may increase construction costs, lead to liquidity strain, or postpone the commencement of electricity revenues.

Moreover, because all participating issuers operate within the same regional environment, they may be exposed to similar supply-chain risks, such as bottlenecks in module procurement, inverter

availability, or regional grid-connection capacity. Market disruptions affecting one issuer are therefore likely to have parallel effects on the Issuer's project, potentially amplifying cost increases or timing uncertainties.

A further risk arises from the fact that Germany SolarINVEST GmbH and the Issuer share the same managing director. Although both issuers maintain fully separate corporate, financial and operational structures, this management overlap may give rise to potential conflicts of interest in the allocation of management time, personnel resources or project priorities.

If one or more of these risks materialise, the Issuer may experience delays in project completion, cost overruns, reduced revenue generation or liquidity shortages. Such developments may adversely affect the Issuer's net assets, financial position and results of operations and may impair its ability to service interest payments or redeem the Bonds. In severe cases, this may lead to a partial or complete loss of the investors' capital.

Risk of the Issuer's Investment in and Operation of Its Own Photovoltaic System

The Issuer's planned investment in the construction and operation of its own photovoltaic installation within the Solarpark Barnin area is subject to substantial project-specific and operational risks. These include, but are not limited to, the risk that the costs of constructing, installing, operating and maintaining the PV system may exceed the Issuer's current estimates. Rising prices for modules, inverters, labour, construction services or grid-connection components may significantly increase the total investment volume.

There is also a risk that structural faults, technical defects, insufficient component quality, defective installation work or delays in connecting the system to the electricity grid may result in lower-than-expected electricity production. Furthermore, the PV system may suffer damage or destruction, or parts of it may be rendered inoperative due to force majeure events, extreme weather conditions, fires, storms, vandalism or unlawful interference by third parties. In such cases, the system's operability may be impaired for an extended period of time.

If required spare parts, technical components or qualified personnel are not available in a timely manner, or if repair and replacement costs are not adequately covered by insurance, the Issuer may experience significant downtime and revenue losses. Prolonged interruptions in electricity generation can materially impair the Issuer's liquidity situation, as the Issuer must continue to service its ongoing liabilities, including interest obligations under the Bonds, irrespective of whether the photovoltaic system is generating income.

Such developments may materially and adversely affect the Issuer's net assets, financial position and results of operations. If the Issuer is unable to remedy such impairments or compensate for resulting losses, it may become unable to meet its obligations under the Bonds. In such circumstances, investors may suffer a delay or failure in interest payments and a partial or complete loss of their invested capital.

Semi blind pool character

The Issuer intends to finance, construct and operate its own photovoltaic installation within the Solarpark Barnin project area in Mecklenburg-Vorpommern. While the Issuer plans to lease specific project parcels from KVG Kiesgewinnungsgesellschaft mbH and erect its PV system on these plots, the exact configuration of the installation, the final contractual structure with suppliers, EPC contractors and the external operating company, and the exact timing of construction depend on factors that are not fully determined at the date of this Prospectus. "EPC contractors" means contractors responsible for the engineering, procurement and construction of the photovoltaic installation on a turnkey basis.

Although the project area and overall investment objective are defined, several substantial

elements remain open, including the precise technical layout of the PV system, the final selection of contractors and service providers, the terms of the long-term operational management agreement and the final project timetable. As these decisions will be taken only after the issuance of the Bonds, the investment of bondholders bears a semi-blind pool character.

The costs of constructing, installing and commissioning the photovoltaic system may deviate from current estimates, which assume investment costs of approximately EUR 900,000 per MWp installed capacity. Changes in market conditions, supply-chain disruptions, inflation, or permitting requirements may require the Issuer to adjust the project design or replace originally intended components, contractors or service providers. It is also possible that the project cannot be realised on the expected terms or may be delayed and replaced by alternative technical or commercial arrangements.

Due to this semi-blind pool character, the time and financial expenditure required to complete the project, as well as the economic performance of the photovoltaic installation once operational, cannot be conclusively determined in advance. There is a risk that individual decisions taken during the development and construction phases may be commercially disadvantageous or may differ from investors' expectations. Such developments may have a material adverse effect on the Issuer's net assets, financial position and results of operations.

If the PV installation cannot be completed as planned, must be significantly modified, or requires materially higher investment costs, or if the technical or commercial performance of the project falls short of expectations, this may impair the Issuer's ability to service interest payments and to redeem the Bonds. In severe cases, bondholders may suffer a partial or complete loss of their investment.

2.2.2.Risk Class: Medium

Risk of dependence on the regulatory framework and the development of the photovoltaic market

As a future operator of a photovoltaic installation within the Solarpark Barnin project area, the Issuer is exposed to risks arising from changes in the regulatory framework governing the generation, grid feed-in and remuneration of electricity from renewable energy sources in Germany.

The regulatory framework applicable to photovoltaic systems in Germany is primarily shaped by the expansion targets set by the German government, the Renewable Energy Sources Act (Erneuerbare-Energien-Gesetz – EEG), as amended from time to time, and prevailing market conditions. A significant part of the economic assumptions underlying photovoltaic projects in Germany depends on this regulatory framework and may be adversely affected by regulatory or market-related changes.

However, the Issuer has no influence on future legislative developments. There is a risk that current statutory provisions, support mechanisms, remuneration schemes, grid-connection regulations or tax rules applicable to photovoltaic generation may be amended, restricted or abolished. In particular, reductions in statutory feed-in tariffs, changes to market-premium mechanisms, adjustments to grid-connection charges, or new regulatory requirements (e.g., environmental, technical or reporting obligations) may negatively affect the economic viability of the Issuer's project.

If such regulatory changes occur before or during the construction phase, this may necessitate adjustments to the project structure, delay the commissioning of the photovoltaic installation or increase operating and financing costs. If regulatory changes occur after commissioning, they may reduce the revenues achievable from electricity sales or increase the cost of operating and maintaining the plant. In extreme cases, reduced remuneration or increased regulatory burdens

may make the project unprofitable.

Such developments may materially and adversely affect the Issuer's net assets, financial position and results of operations and may impair its ability to meet its obligations under the Bonds. In such cases, investors may suffer a failure of interest payments and a partial or complete loss of their investment.

Risk of dependence on price developments in the sales and procurement markets for photovoltaic systems

The Issuer is exposed to risks arising from price developments in both the procurement market for photovoltaic components and the sales market for electricity generated by the planned PV installation within the Solarpark Barnin project. The procurement of essential components such as solar modules, inverters, mounting structures, cables and grid-connection equipment depends heavily on global supply and demand dynamics. In recent years, the international demand for photovoltaic components has increased considerably due to the expansion of renewable-energy targets across Europe, North America and Asia.

Global supply shortages, rising raw-material prices (including aluminum, steel, copper and silicon), limited production capacities, logistics bottlenecks and geopolitical tensions may lead to significant price volatility and procurement delays. If module or component prices rise further or remain at an elevated level, the total investment costs for the construction of the Issuer's photovoltaic system—currently estimated at approximately EUR 900,000 per MWp—may increase materially. Higher procurement costs may reduce expected project profitability or require changes to the system design, construction schedule or financing structure.

In addition, the Issuer may also be affected by fluctuations in electricity sales prices after the commissioning of the PV system. Electricity revenues depend on statutory remuneration mechanisms and market-price developments in the direct-marketing segment. Market prices may fall due to increased renewable-energy production, lower industrial demand, regulatory interventions, or macroeconomic developments. Lower electricity prices may reduce the expected income from the operation of the photovoltaic plant.

If procurement costs rise significantly or electricity revenues fall, this may reduce the Issuer's operating margins and adversely affect the economic viability of the project. Such developments may have a material adverse effect on the Issuer's net assets, financial position and results of operations and may impair its ability to meet its interest and repayment obligations under the Bonds. In such cases, investors may suffer a failure of interest payments and a partial or complete loss of their invested capital.

Risk of dependencies on suppliers in the photovoltaic market

The Issuer relies entirely on external suppliers for the procurement of all components required for the construction and operation of its photovoltaic installation within the Solarpark Barnin project. These components include, in particular, photovoltaic modules, inverters, mounting structures, cabling systems, transformers, monitoring technology and grid-connection equipment. The availability, quality and delivery reliability of these components depend on global manufacturing capacities, international supply chains and market conditions beyond the Issuer's control.

There is a risk that supply shortages, production delays, transport disruptions or capacity constraints at manufacturers may occur during the planning or construction phase. Such bottlenecks may be caused by increased global demand, scarcity of raw materials, geopolitical tensions, trade restrictions, or disruptions in international logistics chains. In recent years, the photovoltaic sector has experienced significant volatility in delivery times and procurement prices, which may persist or intensify.

If required components are not available in sufficient quantities or only at significantly higher prices, the Issuer may be forced to modify its technical planning, postpone construction or procure components at conditions less favourable than originally calculated. There is also a risk that suppliers may default, become insolvent or otherwise be unable to fulfil their contractual obligations. In such cases, replacement procurement may involve considerable delays and additional costs.

Further restrictions may arise if components obtained from foreign manufacturers are subject to substantial delivery delays due to external factors such as pandemics, trade restrictions or customs-related complications. Any delay in the procurement of key components may affect the planned construction timeline and postpone the commissioning of the photovoltaic system.

The occurrence of one or more of these risks may materially and adversely affect the Issuer's net assets, financial position and results of operations. If the Issuer becomes unable to meet its contractual obligations under the Bonds, investors may suffer a failure of interest payments and a partial or complete loss of their investment.

Risks in the planning, approval and construction of photovoltaic systems

The Issuer intends to generate its revenues from the operation of its own photovoltaic installation within the Solarpark Barnin project area. The development, approval and construction of such a photovoltaic system are complex processes involving multiple regulatory, technical and commercial steps. At the date of this Prospectus, not all permits required for the construction and operation of the Issuer's photovoltaic installation have been granted. The overall land-use plan for the project area has been approved. The Issuer has already submitted the application for the building permit for its specific installation. The building permit has not yet been issued.

There is a risk that the required permits may be delayed, issued subject to additional conditions, or denied altogether. Authorities may request supplementary documents, additional environmental studies or project modifications, which may lead to changes in the technical design, increased costs or postponement of the construction start. Such delays may also arise if objections are filed by third parties or if regulatory requirements change prior to the issuance of the permit.

Further risks relate to the planning and construction phase itself. The Issuer may be exposed to planning errors, miscalculations, obstacles in the permit process, delays in the procurement of components, bottlenecks in construction services, adverse weather conditions or delays caused by subcontractors, grid-connection providers or other third parties involved in the realisation of the project. In addition, unexpected geological, environmental or structural conditions on the project site may require design adjustments or additional construction measures.

Any such delays or cost increases may have a negative economic impact on the Issuer, particularly if liabilities to suppliers, contractors or lenders have already been incurred or if interim financing becomes necessary. Delays in the grid-connection process may postpone the commencement of electricity generation and thereby reduce the Issuer's liquidity during the construction phase.

If one or more of these risks materialise, this may have a material adverse effect on the Issuer's net assets, financial position and results of operations. In such circumstances, the Issuer may be unable to meet its obligations under the Bonds, which may result in a failure of interest payments and a partial or complete loss of the investors' capital.

Risks from warranty claims, claims for damages, and litigation

Since the Issuer purchases the components for the photovoltaic systems to be build from external manufacturers and also has them assembled, the Issuer is subject to the risk that systems or components may be defective in planning, approval and/or construction or otherwise not fully compliant with the contract and the Issuer must assert warranty claims or claims for damages.

Any warranty obligations of a supplier depend to a large extent on its acceptance of defects, the contractually agreed manufacturer's warranties and its future creditworthiness to also be able to rectify the defects. If warranties or performance promises are not met or defects are not remedied, the Issuer may be subject to claims for damages against third parties as well as of third parties against the Issuer and/or litigation, which could have a material adverse effect on the profitability of the Issuer's projects.

This may have a material adverse effect on the net assets, financial position and/or results of operations of the Issuer. For investors, this may lead to a failure of interest payments and to a partial or complete loss of the investment amount, including the interest claim.

Risk of reputational effects due to sustainability-related expectations ("greenwashing risk")

The Issuer's business activities focus on the financing, construction and operation of photovoltaic installations. Due to the nature of these activities, investors, market participants or other stakeholders may associate the Issuer or the Bonds with sustainability-related characteristics or expect the Bonds to qualify as "green", "sustainable" or environmentally aligned investment instruments.

However, the Bonds issued under this Prospectus are not classified as "green bonds", "sustainable bonds" or "EU Green Bonds" within the meaning of Regulation (EU) 2023/2631 (EU Green Bond Regulation). The Bonds are not issued under, and do not comply with, any sustainability-related, environmental, social or governance framework or standard. Furthermore, the Issuer has not aligned the Bonds with the requirements of the EU Taxonomy Regulation (Regulation (EU) 2020/852) and does not apply the Green Bond Principles published by the International Capital Market Association (ICMA). In particular, no formal sustainability framework, taxonomy alignment assessment, external verification, second-party opinion, certification, ongoing reporting or monitoring with regard to the environmental characteristics or the use of proceeds has been implemented in connection with the Bonds.

As a result, expectations of investors or other stakeholders regarding the sustainability profile, environmental impact or regulatory classification of the Bonds may differ from the actual characteristics of the investment. If such expectations are not met, this may lead to dissatisfaction among investors, negative public perception, reputational effects for the Issuer or increased scrutiny by market participants or supervisory authorities.

Reputational effects may adversely affect the Issuer's ability to place further securities, attract investors or maintain existing business relationships. This may, in turn, have a negative impact on the Issuer's business development, financial position and results of operations. However, such sustainability-related expectations do not give rise to any contractual, statutory or other legal claims of investors against the Issuer.

2.2.3. Risk Class: Low

Risks arising from national and international competition in the photovoltaic market

The Issuer operates in a competitive market environment. In Germany and in other jurisdictions, a significant number of market participants are active in the development, construction and operation of photovoltaic installations.

As a result, the Issuer faces competition from domestic and foreign companies at all stages of project development, including the acquisition of suitable land parcels, access to grid-connection capacity, procurement of technical components, contracting with EPC service providers and securing insurance coverage for photovoltaic installations.

“EPC contractors” means contractors responsible for the engineering, procurement and construction of the photovoltaic installation on a turnkey basis.

In building-permit procedures, grid-connection processes and other administrative steps, processing times and regulatory requirements have increased considerably for all market participants due to the high number of simultaneous PV projects. Authorities, grid operators, technical service providers and certification bodies are increasingly confronted with capacity constraints. Growing legal and technical requirements — including more extensive environmental assessments, safety certifications, technical documentation, planning specifications and compliance obligations — may further prolong approval and implementation processes.

As competing projects enter the market at the same time, bottlenecks may arise in grid-connection allocation, transformer capacity, EPC availability, technical planning services and component procurement. These competitive pressures may cause delays in project development and construction or may require the Issuer to accept less favourable contractual terms, higher prices or longer delivery times.

If such competitive constraints materialise, this may delay the construction and commissioning of the Issuer’s photovoltaic installation and may increase the overall investment costs. Any delay or cost increase may have a material adverse effect on the Issuer’s net assets, financial position and results of operations and may impair its ability to meet its obligations under the Bonds. In such circumstances, investors may suffer a failure of interest payments and a partial or complete loss of their invested capital.

Reputational risks

There is a risk that negative publicity about the Issuer’s business conduct and business relationships, whether accurate or not, could have a material adverse effect on confidence in the integrity of the Issuer. Reputational risk includes, above all, a loss of image of the Issuer in the eyes of the public, business partners and customers of the Issuer. Reputational risks thus affect specific actions and reactions of the Issuer’s stakeholders and may lead to losses in market value. The materialization of reputational risks would result in the Issuer’s net assets, financial position and/or results of operations being negatively affected. For investors, this may lead to a failure of interest payments and to a partial or complete loss of the investment amount.

2.3. Legal and Regulatory Risks

2.3.1. Risk Class High

Legal and regulatory risks related to the Issuer and the photovoltaic project

The Issuer is subject to legal and regulatory risks that are directly related to its business model and to the development, construction and operation of the photovoltaic installation within the Solarpark Barnin project area in Germany.

The Issuer’s activities depend on a complex legal framework, in particular with regard to energy law, environmental and planning law, construction law, grid-connection regulations, lease agreements for project parcels, contractual arrangements with suppliers, EPC contractors and operating companies, as well as applicable regulatory and administrative requirements. Changes in legislation, case law or administrative practice at the German or European level may adversely affect the legal conditions applicable to the Issuer or the project, including with retroactive effect on existing contractual arrangements.

In particular, amendments to the regulatory framework governing renewable energy generation, grid connection, feed-in conditions or remuneration mechanisms, as well as changes in permitting

requirements or administrative procedures, may result in delays, additional compliance obligations or increased costs for the Issuer. Such changes may require the Issuer to adapt existing contracts, obtain additional approvals or modify the technical or operational setup of the photovoltaic installation.

Furthermore, legal disputes may arise in connection with lease agreements for project parcels, construction and EPC contracts, grid-connection arrangements, insurance coverage or other contractual relationships relevant to the project. The enforcement of contractual claims may be time-consuming, costly or unsuccessful, and legal proceedings may result in additional expenses or operational delays for the Issuer.

The Issuer may also be affected by changes in tax law, regulatory levies or public charges applicable in Germany, which could increase the Issuer's tax burden or operating costs. As the Issuer's business activities are project-specific and not diversified, such legal or regulatory changes may have a disproportionate impact on its financial position and results of operations.

Any of the above legal and regulatory risks may materially and adversely affect the Issuer's ability to implement the project as planned, generate revenues from the photovoltaic installation and meet its financial obligations under the Bonds. This may result in delays or failures in interest payments and, in the worst case, in a partial or complete loss of the investment for bondholders.

2.3.2. Risk Class Medium

Risk of changes in the Final Terms of the contract or investment or in the Issuer's activities

It is conceivable that either the contractual or investment conditions will be changed in such a way or that the activities of the Issuer will change in such a way that it operates a business subject to licensing. In this case, the FMA or other Financial Authorities may order supervisory measures, whereby the FMA or other Financial Authorities are authorized in this regard to make all orders necessary to restore the proper state of affairs and to remedy the deficiencies and, in particular, to order the reversal of the transactions of the Issuer of the Bonds.

It cannot be ruled out that the Issuer will have to repay the investment amounts received to the investors, or that the investors may in turn have to repay to the Issuer interest paid to them. Since in this case all amounts paid would in principle have to be repaid immediately by the Issuer, this may lead to over-indebtedness or insolvency of the Issuer. It may even be the case that investors in the insolvency proceedings receive either no or only a small portion of the amounts they have paid back, but would have to repay any interest already paid to them in full to the insolvency administrator. This can lead to insolvency for investors. Regulatory authorities in the distribution states may also take similar measures.

Risks associated with notification and/or placement

To ensure that the capital to be raised is actually available to the Issuer, it must, among other things, also be possible for the offering to take place abroad as planned. The prerequisites for this, in particular in terms of regulatory law, are to be assessed in accordance with the law applicable in the respective foreign country and have yet to be created. (Legal) changes may occur at any time, both in Germany and abroad, which may make the offering more difficult, result in unforeseen costs and/or personnel expenses for the Issuer and/or have consequences for the investors personally.

2.3.3. Risk Class Low

Not applicable.

2.4. Risks Relating To Internal Control

2.4.1. Risk Class High

Operational Risks

Operational risk is the risk that adverse effects may occur as a result of human error, flawed management processes, natural and/or other disasters, force majeure, technology failure or changes in the external environment. The Issuer, its business activities and its internal organization are not subject to government supervision or control.

The internal processes at the Issuer and at commissioned third parties involve a large number of operational risks. This includes, for example, risks in connection with the unlawful conduct of individual employees or business partners, for example in connection with corruption. The organization and controlling of the Issuer or of commissioned third parties could fail. In addition, operational risks may arise in connection with employees, the safety of the working environment, social and cultural diversity, and discrimination. In addition, criminal acts such as theft, fraud or other impairments of system security by employees or third parties may occur to the detriment of the Issuer.

Risks arising from the use of operating assets include, in addition to those relating to land and buildings, also risks relating to the Issuer's information and communications systems (e.g. IT networks, power or telephone networks) and infrastructure. The Issuer and appointed third parties are dependent on technology systems and rely on information technology systems that may fail, suffer disruptions or be subject to illegal attacks or fraudulent activities.

The realization of any one of these risks on its own or in combination with other risks may have a negative impact on the Issuer's overall net assets, financial position and/or results of operations and may result in a failure of interest payments and a partial or total loss of the investment amount for investors.

2.4.2. Risk Class Medium

Risks associated with the concentration of all company shares in one person

Mr. Hardy Chandra Pönisch holds 100% of the Issuer's shares. This position as sole shareholder gives Mr. Hardy Chandra Pönisch controlling influence over the Issuer.

All decisions requiring a shareholders' resolution are therefore made solely by Mr. Hardy Chandra Pönisch. These decisions include in particular, but are not limited to, the election, dismissal and discharge of additional managing directors of the Issuer and of the auditing company, the timing and amount of distributions, decisions on the annual budget, the approval of the annual financial statements, the adoption of resolutions on the appropriation of the annual result, regulations on the subscription amount of shares in the company, amendments to the Issuer's Articles of Association, resolutions on the dissolution of the company, and resolutions on the relocation of the registered office or conversions.

The interests of Mr. Hardy Chandra Pönisch could conflict with those of the Issuer in individual cases, which could lead to conflicts of interest. The Issuer has not taken any specific measures or precautions to avoid conflicts of interest and their consequences. If Mr. Hardy Chandra Pönisch does not exercise his controlling influence for the benefit of the Issuer, this may lead to a failure of interest payments and to the total or partial loss of the investment amount for the investors.

Key person risk

The economic success of the Issuer is dependent on its Management (currently Mr. Hardy Chandra

Pönisch as sole shareholder and Mr. Hardy Chandra Pönisch and Mr. Heribert Laaber as members of the managing board) and on qualified contractual partners. The specific knowledge (know-how) of the Issuer and its protection are crucial factors for the commercial development of the Issuer. The departure of Mr. Hardy Chandra Pönisch and/or Mr. Heribert Laaber from the company and the associated loss of expertise could impair the issuer's competitiveness.

There is also a risk that the Issuer will not be able to contractually bind any qualified contractual partners in the future. The economic development of the Issuer depends, among other things, on its success in finding qualified and experienced contractual partners in the real estate sector, as well as in binding contractual partners to sell or buy receivables portfolios and/or real estate in the future or to realize real estate projects in property development companies and to successfully offer the property development companies corporate shareholdings or profit-participation loans in these property development companies.

If the Issuer does not succeed in attracting, engaging and retaining qualified personnel and qualified contractual partners in the future, or if the sole shareholder, Mr. Hardy Chandra Pönisch, or the members of the management board, Mr. Hardy Chandra Pönisch and Mr. Heribert Laaber, as well as any key persons who may continue to work for the company in the future make wrong personnel decisions, this may have a material adverse effect on the Issuer's assets, financial position and/or profit situation. This could lead to the investor not receiving any interest payments, or to the whole or partial loss of the investment amount.

Risk of conflicts of interest

The sole shareholder of the Issuer is Mr. Hardy Chandra Pönisch. Members of the management of the Issuer are Mr. Hardy Chandra Pönisch and Mr. Heribert Laaber.

Mr. Hardy Chandra Pönisch holds the following positions in addition to his position with the Issuer:

Mr. Hardy Chandra Pönisch is 100% shareholder and member of the management of the following companies:

- MT Performa Anstalt with registered office at Landstrasse 63, 9490 Vaduz, Liechtenstein
- MT Performa II Anstalt with registered office at Landstrasse 63, 9490 Vaduz, Liechtenstein
- MT Performa III Anstalt with registered office at Landstrasse 63, 9490 Vaduz, Liechtenstein
- Ranzow Verwaltungs UG with registered office at Windmühlenweg 24, 04159 Leipzig, Germany
- MR Sun GmbH with registered office at Lindenallee 8, 04158 Leipzig, Germany
- Germany Sun AG with registered office at Landstrasse 63, 9490 Vaduz, Liechtenstein
- Germany SolarINVEST GmbH with registered office at Lindenallee 8, 04158 Leipzig, Germany
- SolarFinance Germany GmbH with registered office at Fleischmarkt 1/6/12, 1010 Vienna, Austria

Mr. Hardy Chandra Pönisch is a member of the management of the following companies:

- Multitalent Investment GmbH with registered office at Rosenau 54, 87437 Kempten im Allgäu, Germany
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- Lindenkern GmbH with registered office at Rosenau 52, 87437 Kempten im Allgäu, Germany
- MR Projektentwicklungsgesellschaft mbH with registered office at Lindenallee 8, 04158 Leipzig, Germany

- Golf Apartment GmbH & Co KG located at Rosenau 52, 87437 Kempten im Allgäu, Germany.
- Maritime Residence GmbH & Co. KG located at Rosenau 52, 87437 Kempten im Allgäu, Germany
- NPL Verwaltungs GmbH with registered office at Windmühlenweg 24, 04159 Leipzig, Germany

Mr. Hardy Chandra Pönisch is a member of the Supervisory Board of the following company:

- VIVAT Multitalent AG with registered office in Rosenau 54, 87437 Kempten im Allgäu, Germany

Another member of the management board is Mr. Heribert Laaber.

Mr. Heribert Laaber is 100 % shareholder of the following companies:

- adeptio holding GmbH with registered office in Hauptplatz 6, 8230 Hartberg, Austria

He also is managing director of the following companies:

- VMT Capital GmbH with registered office in Fleischmarkt 1/6/12, 1010 Vienna, Austria
- VMT Capital II GmbH with registered office in Fleischmarkt 1/6/12, 1010 Vienna, Austria
- SolarFinance Germany GmbH, with registered office in Fleischmarkt 1/6/12, 1010 Vienna Austria
- VMT Bond GmbH with registered office at Fleischmarkt 1/6/12, 1010 Vienna, Austria
- MBI Anlagen- u. Marketing Gesellschaft m.b.H. with registered office in Münchreiterstr. 19, 1130 Vienna, Austria

Mr. Heribert Laaber is also the owner of the following sole proprietorships:

- Heribert Laaber, GISA number 13239022, with registered office in Faistauergasse 23, 1130 Vienna, Austria
- Heribert Laaber, GISA number 13217808, with registered office in Faistauergasse 23, 1130 Vienna, Austria

In individual cases, the interests of Mr. Hardy Chandra Pönisch and/or Mr. Heribert Laaber could conflict with those of the Issuer. SolarBond Germany GmbH has not taken any measures to prevent the abuse of such control.

The Issuer's first investment described in this prospectus will be acquired by the Issuer itself, financed by net issue proceeds, and operated by the Issuer itself. For future projects, the Issuer may work with project companies, which will then be provided with capital by the Issuer - usually against appropriate collateral - in the form of subordinated loans and/or participatory loans. It is therefore possible that the shareholders of project companies may derive financial benefits from future contractual relationships with the Issuer, which may lead to conflicts of interest.

2.4.3. Risk Class Low

Not applicable.

3. Risks Specific To The Bearer Bonds

3.1. Risks relating to the Nature of the Bearer Bonds

3.1.1. Risk Class High

Total loss of the paid-in capital and interest claims

The Issuer cannot guarantee or provide any assurance to investors that it will be able to achieve its economic objectives and that its expectations will be met. If the Bonds in question are not fully subscribed within the subscription period, this could have a negative impact on the Company's financial position, as it must generate sufficient liquid funds in the course of its business operations or through refinancing measures. If it fails to do so or incurs substantial losses in the course of its business operations, this may result in the Issuer being unable to meet all of its liabilities and/or being prohibited from repaying all or part of the investment amount to the investors and in insolvency proceedings being instituted against the assets of the Issuer in accordance with the applicable laws.

The Bonds described in this Prospectus are not subject to any statutory deposit insurance. Thus, the insolvency of the Issuer may affect the amount and timing of payments to investors. In the event of the Issuer's insolvency, investors may also suffer a total loss.

In the event of the Issuer's insolvency, the investors shall be treated in the same way as the Issuer's other non-preferential creditors in accordance with the applicable insolvency regulations. In the insolvency proceedings, the assets will be realized and distributed to the respective creditors in proportion to their claim to the total liabilities of the Issuer in order to satisfy them. Investors run the risk of losing some or even all of the investment amount and any interest claims. It is conceivable that insolvency proceedings may be instituted against the Issuer or that other measures may be taken that could affect the timing or amount of payments to investors.

This can even lead to the investor's personal insolvency.

Risk of exclusion of ordinary termination

The investors' ordinary right of termination is excluded for the term of the Bond. There is thus a risk that investors will remain bound by their investment decision even if they have other capital requirements during the term of the Bearer Bonds. They cannot then draw on the money they have invested and may be forced to take out a bank loan to cover their capital requirements elsewhere. If it is not possible to take out a bank loan, this may also lead to the investor's personal insolvency.

Risk of further and/or senior creditors

The Bonds offered under this Prospectus are fixed rate, unsecured securities. The Issuer is free to issue further Bonds or other Securities of the same rank in any amount. In particular, the Issuer is also free to increase the issue volume of the Bonds issued under this Base Prospectus by unilaterally amending the Final Terms. In particular, the Issuer is also entitled to issue secured securities and to take on senior obligations. Such secured creditors of the Issuer may be satisfied from the assets of the Issuer with priority in relation to the bondholders of these Bonds. Consequently, there is a risk for the investors that the raising of additional debt capital of the Issuer is accompanied by a reduction or even the loss of the repayment and/or interest payment claim in the event of liquidation or insolvency of the Issuer.

Risk of capital commitment, no admission to trading

The Bonds are subject to a term specified in the Final Terms. The investment amount is generally

not available to investors during the term of the Bonds.

The Bearer Bonds offered under this Prospectus will not be admitted to trading on any regulated market, multilateral trading facility or other trading venue. Accordingly, no liquid secondary market for the Bonds exists or is expected to develop.

The Bearer Bonds are represented by a global certificate deposited with Clearstream Banking AG. Transfers of the Bonds may therefore only be effected in accordance with the applicable clearing and settlement procedures and are dependent on the availability of a willing buyer and seller.

As the Bonds are not admitted to trading and no organised market exists, investors may be unable to sell the Bonds prior to maturity or may only be able to do so at a price that is significantly lower than the original investment amount. The price achievable in any transfer may be adversely affected by limited market liquidity, the Issuer's financial condition, prevailing market conditions or other factors.

If an investor is unable to find a purchaser for the Bonds prior to maturity, the investor will be required to hold the Bonds until redemption in accordance with their contractual terms.

Inflation risk

Particularly in the case of high inflation rates, there is a risk that the inflation-adjusted return will deviate significantly from the nominal return. If the inflation rate is higher than the nominal return less taxes, the inflation-adjusted return is negative. The interest rate on a Bond shows the nominal yield, in which tax deductions must also be taken into account in economic terms.

This may result in the investor receiving significantly lower redemptions and interest payments than forecast.

Furthermore, the high inflation rate at the time the Prospectus was prepared may mean that the Issuer's calculations for current and future projects will have to be revised and that the use of liquidity will be (significantly) higher than originally assumed.

This may have a negative impact on the Issuer's overall net assets, financial position and/or results of operations and may result in a failure of interest payments and a partial or complete loss of the investment amount for investors.

3.1.2. Risk Class Medium

No influence of the investors on the decisions of the Issuer

The Bonds do not convey any participation under corporate or entrepreneurial law. Investors do not acquire any voting rights, membership rights, management powers or co-determination rights. Bondholders are also not entitled to demand that the Issuer provide them with access to documents, in particular relating to the investments acquired, to be acquired or to be sold by the Issuer. Therefore, investors cannot influence the Issuer's decisions.

In consequence, they are also unable to prevent incorrect decisions. This may result in the Issuer making decisions contrary to the will or even the benefit of the investors that have a negative impact on the Issuer's net assets, financial position and/or results of operations. This may lead to a failure of interest payments and to a partial or complete loss of the investment amount for the investors.

Risks associated with the legal standardization of a creditors' association

The German Bond Act ("SchVG") is applicable to these Bearer Bonds. According to the German Bond Act, Final Terms of the Bonds may be amended with the consent of a majority of the

bondholders. There is a risk that individual investors may be outvoted by the relevant majority of bondholders with binding effect. In this way, investors' rights may also be amended, restricted or even completely revoked.

In such a case, it cannot be ruled out that investors will achieve lower income or returns from the Bearer Bonds than originally expected.

3.1.3. Risk Class Low

Tax risks and risks relating to a reduction in pension payments and social benefits

The tax consequences and risks arising from an investment in the Bond for the individual investor essentially depend on the country in which the investor is subject to tax. Each of the investors has to bear his personal tax burden from his own assets. The Issuer bears no responsibility for this and the investors have no recourse against it.

Changes and developments in tax law and/or in its interpretation may result in a reduction of the expected return or even in a taxation of the substance. Tax disadvantages may also arise due to changes in any double taxation agreements or/and lead to a higher tax burden for the Issuer. Changes in tax legislation may lead to a higher tax burden for the Issuer. For investors, this may lead to a failure to receive interest payments and to a partial or complete loss of the investment amount.

The risk of changes in the tax framework is borne exclusively by the respective investors.

In individual cases, the acquisition of the Bonds may give rise to interactions with other areas of law. Insofar as investors are natural persons and receive pension payments or social security benefits, it should be noted that investors take the risk of a reduction in or reclaim of their pension payments or social security benefits if certain additional earning limits are exceeded. Investors would have to accept reductions or make repayments from their own assets. This and/or the reductions for the future may lead to financial difficulties or even insolvency of the respective investor.

III. REGISTRATION DOCUMENT, GENERAL INFORMATION, INFORMATION ON THE ISSUER

1. Responsible Persons, Information from Third Parties, Expert Reports and Approval by the Competent Authority

1.1. Responsibility for the Information Provided in the Prospectus

The Issuer, SolarBond Germany GmbH, with its registered office at Fleischmarkt 1/6/12, 1010 Vienna, Austria, is responsible for the information provided in this section (Registration Document). Managing Director of the Issuer are Mr. Hardy Chandra Pönisch and Mr. Heribert Laaber.

1.2. Statement of the Issuer

The Issuer declares that it has taken all reasonable care to ensure that the information given in this section is, to the best of its knowledge, complete and correct and that no facts have been omitted which may alter or distort the import of this section.

1.3. Approval of this Prospectus

This Prospectus has been approved by the Financial Market Authority Austria ("FMA") as competent authority under the EU Prospectus Regulation, whereby the FMA reviews and approves the Prospectus solely with regard to its completeness, comprehensibility and consistency in accordance with the EU Prospectus Regulation. Such approval shall therefore expressly not be deemed to be an endorsement of the Issuer, or the Bearer Bonds issued by the Issuer, which is the subject of this Prospectus.

1.4. Material Investments since the Last Financial Year

Not applicable.

The Issuer has not made any material investments since its incorporation.

The planned photovoltaic project described in this Prospectus is at a preparatory stage, and, as at the date of this Prospectus, no binding investment commitments or capital expenditures have been made in relation to this project.

1.5. Material Investments in Progress and Planned Material Investments

Not applicable.

As at the date of this Prospectus, the Issuer has not entered into any binding commitments for material investments.

The photovoltaic project described in this Prospectus is intended to be implemented using the proceeds of the Bonds; however, the concrete structure, timing and contractual arrangements of such investments have not yet been finally determined.

2. Auditor

2.1. Name and Address of the Issuer's Auditor

The auditor of the Issuer is Danubia Steuerberatungs- und Wirtschaftsprüfungs GmbH, Josef Huber Straße 6/5, 2620 Ternitz / Neunkirchen (Austria).

Danubia Steuerberatungs- und Wirtschaftsprüfungs GmbH is a member of the Kammer der Steuerberater:innen und Wirtschaftsprüfer:innen (KSW). The Kammer der Steuerberater:innen und Wirtschaftsprüfer:innen (KSW) is the statutory professional body governing tax advisers and public auditors in Austria.

3. Risk Factors

With regard to the risk factors that are likely to affect the Issuer's ability to meet its obligations under the Bearer Bonds to investors, reference is made to Chapter II of this Base Prospectus, in particular subchapter 2 ("Risks Specific to the Issuer").

4. Information on the Issuer

4.1. Business History and Development of the Issuer

4.1.1. Legal and Commercial Name of the Issuer

The name of the Issuer is SolarBond Germany GmbH. The Issuer acts under the business name "SolarBond Germany GmbH", which is identical to the company name. No other commercial designations are used by the Issuer.

4.1.2. Place of Registration and Registration Number, Legal Entity Identifier (LEI)

The Issuer is registered in the Commercial Register of the Commercial Court of Vienna (Austria) under the registration number FN 664289x. The LEI is: 529900Y1GR6J40M4OZ09.

4.1.3. Date of Incorporation and Duration of Existence of the Issuer

The Issuer was incorporated for an unlimited period of time by its Articles of Association as of September 12, 2025 and was entered in the Commercial Register of the Commercial Court of Vienna (Austria) on September 22, 2025 under the registration number FN 664289x. The extract from the commercial register is attached to this Prospectus.

4.1.4. Registered Office and Legal Form of the Issuer, Legal System, Country of Incorporation, Address and Telephone Number of the Registered Office

The Issuer is a limited liability company incorporated and existing under the laws of Austria for an indefinite period. The Issuer's business address is Fleischmarkt 1/6/12, 1010 Vienna, Austria, its telephone number is +43 1 3580042.

The Issuer's website is available at www.solarbond-germany.com. The information on the Issuer's website is only part of the Prospectus if it has been included in the Prospectus by means of a reference which is currently not the case.

4.1.5. Recent Events that are materially relevant to the assessment of the Issuer's Solvency

From the date of incorporation to the date of preparation of the Prospectus, no events have occurred that are materially relevant to the assessment of the Issuer's solvency.

4.1.6. Details of Credit Ratings prepared for the Issuer on its behalf or in cooperation with the Issuer at Rating the Proceedings

No ratings have been prepared for the Issuer.

4.1.7. Information on significant changes in the Issuer's debt and financial structure since the last financial year

The Issuer is a newly established company and prepared its opening balance sheet as of October 16, 2025.

An audited interim financial statement as of December 31, 2025, together with an audited cash flow statement as of the same date, was prepared for year-end closing purposes.

In addition, an audited interim financial statement as of January 15, 2026, together with an audited cash flow statement as of the same date, was prepared in order to provide the most up-to-date financial information available at the time of approval of this Prospectus.

As at the date of approval of this Prospectus, no significant changes in the Issuer's debt or financial structure have occurred since the preparation of the opening balance sheet and the above-mentioned interim financial statements.

4.1.8. Description of the Expected Financing of the Activities of the Issuer

The Issuer intends to finance the commencement of its business activities by raising Participating Loans and/or Subordinated Loans and by issuing the present Bearer Bonds.

5. Overview of Business Activities

5.1. Main Areas of Activity of the Issuer

SolarBond Germany GmbH was established for the purpose of developing, constructing, and operating photovoltaic (PV) power plants in Germany and other European markets.

Its business activities include:

- the issuance of bearer bonds;
- the acquisition, planning, construction, and operation of photovoltaic installations;
- the leasing, subleasing, or purchase of land and buildings for renewable-energy purposes;
- the acquisition and sale of technical components and systems for energy generation; and
- participation in other companies or joint developments insofar as they directly promote the company's purpose, excluding activities subject to the Austrian Banking Act (BWG).

The company's strategic objective is to generate long-term income through the ownership and operation of photovoltaic power plants and, where economically appropriate, through the sale of completed installations.

The planned bond issue of SolarBond Germany GmbH is intended to finance a potential investment in the "Solarpark Barnin" project, located in Mecklenburg-Vorpommern, Germany.

The project area covers approximately 70 hectares and foresees the installation of photovoltaic systems with a total capacity of about 90 MWp.

The land on which the project will be realized is leased on a long-term basis from KVG Kiesgewinnungsgesellschaft mbH, Thölauer Straße 13, D-95615 Marktredwitz.

KVG Kiesgewinnungsgesellschaft GmbH holds the master lease and will sublease the respective parcels to the individual project companies.

It is intended that both SolarBond Germany GmbH and Germany SolarINVEST GmbH will each construct and operate separate photovoltaic installations within the same development area.

Each issuer will lease distinct land parcels, finance and build its own PV system, and subsequently transfer operational management to an external operating company.

Negotiations with the potential operating company are in an advanced stage but have not yet been finalized.

All required technical and ecological expert reports (including ornithological, climatic, geological, and reptile assessments) have been completed.

The municipality has officially approved the land-use plan for the entire project area.

The building application for the SolarBond sub-project is expected to be filed by the end of 2025, with construction scheduled to begin following approval.

The total investment costs for the SolarBond sub-project are currently estimated at EUR 900,000 per MWp installed capacity, including module procurement, assembly, and commissioning.

The Solarpark Barnin project is being developed jointly within the same area by several independent issuers:

Germany SolarINVEST GmbH, which initiated the overall project and has already financed preparatory activities such as technical design, land-use planning, and coordination with the municipality;

MR Sun GmbH, Leipzig, which holds an indirect 50 % interest in KVG Kiesgewinnungsgesellschaft mbH and operates photovoltaic systems on parts of the same site; and

SolarBond Germany GmbH, which will realize its own, separately financed PV plant within the same development zone.

The bond proceeds of SolarBond Germany GmbH will therefore not finance identical or overlapping measures but will supplement the broader project development by funding a stand-alone photovoltaic installation within the common area.

There are no contractual, corporate, or financial interconnections between the issuers.

Specifically, there exist no joint-venture arrangements, inter-company loans, or cross-collateralisation agreements.

The only personal connection is the shared managing partner, Mr Hardy Chandra Pönisch, who serves as managing director of both SolarBond Germany GmbH and Germany SolarINVEST GmbH.

All companies are legally and economically independent, maintain separate financial structures, and are responsible for their respective construction, operation, and financial performance.

Upon its formation, the issuer has subscribed and paid-in capital of EUR 25,000.00. The capital was fully paid in by the shareholder on October 29, 2025 and is freely available to the company. After approval of the prospectus, the shareholder will pay in a further EUR 250,000.00 of equity capital, which will be freely available to the company and will be added to the capital reserves.

For future projects, the Issuer may work with project companies, which will then be provided with capital by the Issuer – generally against appropriate collateral – in the form of subordinated loans and/or participatory loans, resulting in a financing mix consisting of

- the Bearer Bonds offered
- Subordinated loans and/or participation loans

The future business development of the Issuer will largely depend on the success of its investment

activities and thus on the success of the construction and operation of plants from the field of renewable energies.

The Issuer's business activities are currently focused exclusively on the Federal Republic of Germany.

As at the date of this Prospectus, all operational activities of the Issuer, including the development, construction and operation of the photovoltaic installation described herein, relate solely to projects located in Germany.

Subject to future investment decisions, market conditions and the availability of suitable projects, the Issuer may consider expanding its operational activities to other European markets in the future. However, as at the date of this Prospectus, no concrete projects, binding commitments or operational activities outside Germany exist.

The company does not employ its own staff and does not plan to employ its own staff in the future. The investment decisions and strategic decisions are made by the management of SolarBond Germany GmbH. However, specialized external companies with the necessary expertise, technical equipment, and experience in the field of renewable energies will be commissioned to plan, construct, and operate the photovoltaic plant.

The Issuer will operate in the renewable energy market in accordance with its corporate purpose.

5.2. Basis for any disclosures by the Issuer on its competitive position

The Issuer does not provide any information on its competitive position.

6. Organizational Structure

6.1. Position of the Issuer in a Group

The Issuer is currently not part of a group. However, in line with its investment strategy, it may take over or represent other companies in Germany or abroad of the same or a similar kind; it may participate in such companies, also as a general partner. In addition, the Issuer may establish branches in Germany or abroad under the same or a different name, as well as establish, manage or participate in subsidiaries in Germany or abroad, and acquire or pre-extend shares in third-party companies in Germany or abroad. The Company may limit its activities to the administration of its shareholdings.

7. Trend Information

7.1. Statement on material deterioration of the Issuer's prospects since the date of its incorporation

As of the date of this Prospectus, there have been no material adverse changes in the prospects of the Issuer since the date of its incorporation.

7.2. Information on Trends, etc.

As the Issuer is a newly incorporated company, it does not have historical operational developments or internal trend data. The following information therefore relates exclusively to trends in the photovoltaic sector that—based on reasonable judgement—may materially influence the Issuer's prospects in the current financial year and during the development of the planned photovoltaic installation within the Solarpark Barnin project area.

Regulatory and political framework

Germany continues to pursue ambitious expansion targets for renewable energy and has strengthened the legal framework for photovoltaic development through several amendments to the Renewable Energy Sources Act (Erneuerbare-Energien-Gesetz – EEG) and related legislation. These measures aim to increase national PV capacity significantly over the coming years. The regulatory environment therefore remains supportive for the development of ground-mounted photovoltaic systems such as the project planned by the Issuer.

However, increasing regulatory complexity, particularly in planning law, environmental requirements and grid-connection procedures, is leading to longer processing times and more comprehensive documentation obligations for project developers.

Market growth and competition

The photovoltaic sector in Germany is characterised by the presence of numerous market participants and by ongoing project development activities.

The implementation of photovoltaic projects may be affected by competition for suitable project sites, available grid-connection capacity and technical and professional services. In addition, limited capacities at public authorities, grid operators, planning firms and EPC contractors may result in delays in permitting, grid connection, construction or commissioning of photovoltaic installations.

Technological and supply-chain developments

Technological advances in module efficiency, inverters and monitoring systems continue to improve the performance potential of photovoltaic installations. At the same time, the procurement market remains subject to fluctuations due to global supply-chain constraints, raw-material availability and international production capacities. These factors may affect the investment costs associated with the construction of the Issuer's planned PV installation.

Grid-connection environment

The continued expansion of photovoltaic capacity in Germany has led to increasing utilisation of regional and local grid infrastructures. Grid-connection conditions, technical requirements and cost contributions may evolve over time and may affect project timetables and operating costs. The Issuer remains dependent on the timely allocation of grid-connection capacity for the commissioning of its installation in Solarpark Barnin.

Summary

Overall, the German photovoltaic sector is characterised by continued growth, supportive political objectives and increasing professionalisation of project development. At the same time, the sector faces rising competition, more complex approval procedures and procurement-related uncertainties. These trends may have a material influence on the timing, cost structure and economic prospects of the Issuer's planned project.

8. Earning Forecasts or Earning Estimates

The Issuer does not provide any profit forecast or profit estimates.

9. Administrative, Management and Supervisory Bodies

9.1. Information on members of the administrative, management and supervisory bodies

Mr. Hardy Chandra Pönisch is 100% shareholder and member of the management of the following

companies:

- MT Performa Anstalt with registered office at Landstrasse 63, 9490 Vaduz, Liechtenstein
- MT Performa II Anstalt with registered office at Landstrasse 63, 9490 Vaduz, Liechtenstein
- MT Performa III Anstalt with registered office at Landstrasse 63, 9490 Vaduz, Liechtenstein
- Ranzow Verwaltungs UG with registered office at Windmühlenweg 24, 04159 Leipzig, Germany
- MR Sun GmbH with registered office at Lindenallee 8, 04158 Leipzig, Germany
- Germany Sun AG with registered office at Landstrasse 63, 9490 Vaduz, Liechtenstein
- Germany SolarINVEST GmbH with registered office at Lindenallee 8, 04158 Leipzig, Germany
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- Multitalent Investment GmbH with registered office at Rosenau 54, 87437 Kempten im Allgäu, Germany
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- Lindenkern GmbH with registered office at Rosenau 52, 87437 Kempten im Allgäu, Germany
- MR Projektentwicklungsgesellschaft mbH with registered office at Lindenallee 8, 04158 Leipzig, Germany
- Golf Apartment GmbH & Co KG located at Rosenau 52, 87437 Kempten im Allgäu, Germany.
- Maritime Residence GmbH & Co. KG located at Rosenau 52, 87437 Kempten im Allgäu, Germany
- NPL Verwaltungs GmbH with registered office at Windmühlenweg 24, 04159 Leipzig, Germany

Mr. Hardy Chandra Pönisch is a member of the Supervisory Board of the following company:

- VIVAT Multitalent AG with registered office in Rosenau 54, 87437 Kempten im Allgäu, Germany

Another member of the management board is Mr. Heribert Laaber.

Mr. Heribert Laaber is 100 % shareholder of the following companies:

- adeptio holding GmbH with registered office in Hauptplatz 6, 8230 Hartberg, Austria

He also is managing director of the following companies:

- VMT Capital GmbH with registered office in Fleischmarkt 1/6/12, 1010 Vienna, Austria
- VMT Capital II GmbH with registered office in Fleischmarkt 1/6/12, 1010 Vienna, Austria
- SolarFinance Germany GmbH, with registered office in Fleischmarkt 1/6/12, 1010 Vienna Austria
- VMT Bond GmbH with registered office at Fleischmarkt 1/6/12, 1010 Vienna, Austria
- MBI Anlagen- u. Marketing Gesellschaft m.b.H. with registered office in Münichreiterstr. 19, 1130 Vienna, Austria

Mr. Heribert Laaber is also the owner of the following sole proprietorships:

- Heribert Laaber, GISA number 13239022, with registered office in Faistauergasse 23, 1130 Vienna, Austria
- Heribert Laaber, GISA number 13217808, with registered office in Faistauergasse 23, 1130 Vienna, Austria

In individual cases, the interests of Mr. Hardy Chandra Pönisch and/or Mr. Heribert Laaber could conflict with those of the Issuer. SolarBond Germany GmbH has not taken any measures to prevent the abuse of such control.

9.2. Conflicts of interest of administrative, management and supervisory bodies

MR Sun GmbH, Multitalent Investment II GmbH and Germany Sun AG also issue Bonds. Situations are therefore conceivable, such as a shortage of investment objects in the photovoltaic sector, in which the Issuer's management could make decisions on their behalf that are made for the predominant benefit of MR Sun GmbH, Multitalent Investment II GmbH or Germany Sun AG and are therefore contrary to the Issuer's best interests. Such decisions may result in a negative development of the Issuer's net assets, financial position and/or results of operations. This may result in investors losing some or all of their bond capital and interest entitlement.

The Issuer has not taken any measures to prevent negative effects on the Issuer resulting from the described potential conflicts of interest.

10. Principal Shareholder

10.1. Direct and indirect shareholdings and control relationships as well as measures to prevent abuse of such control

The sole shareholder of the Issuer is Mr. Hardy Chandra Pönisch, based at Lindenallee 8, 04158 Leipzig (Germany).

All decisions requiring a shareholders' resolution are therefore made solely by Mr. Hardy Chandra Pönisch. These include in particular, but are not limited to, the election, dismissal and discharge of additional managing directors of the Issuer and of the auditing company, the timing and amount of distributions, decisions on the annual budget, the approval of the annual financial statements, the adoption of resolutions on the appropriation of the annual result, regulations on the subscription amount of shares in the company, amendments to the Issuer's Articles of Association, resolutions on the dissolution of the company, and resolutions on the relocation of the registered office or conversions.

In individual cases, the interests of Mr. Hardy Chandra Pönisch could conflict with those of the Issuer. SolarBond Germany GmbH has not taken any measures to prevent the abuse of such control.

11. Financial information on the net assets, financial position and results of operations of the Issuer

11.1. Historical Financial Information

The Issuer was incorporated by registration in the Commercial Register of the Commercial Court of Vienna (Austria) on September 22, 2025 and has a share capital in the amount of EUR 25,000.00. The extract from the commercial register is attached as an annex to this Prospectus.

As the Issuer is a newly established company, no key figures on the Issuer's financial position and results of operations from previous years or comparative periods or historical financial information are available or are limited to the opening balance sheet:

Opening Balance Sheet as of October 16, 2025

SolarBond Germany GmbH, Vienna

Assets		Liabilities	
A. Current Assets		A. Equity	
		Share Capital	
credit balances with banks	EUR 25,000.00	called-up share capital	EUR 25,000.00
	EUR 25,000.00		EUR 25,000.00
B. ACCRUALS	EUR 5,000.00	II. Liabilities	
		Other Provisions	EUR 5,000.00
			EUR 5,000.00
Total Assets	EUR 30,000.00	Total Liabilities	EUR 30,000.00

Source: Audit report on the opening balance sheet of SolarBond Germany GmbH as of October 16, 2025

Up to the date of the Prospectus, expenses were only incurred for the establishment and start-up of the Company.

The above table has been extracted from the audit report on the opening balance sheet as of October 16, 2025 and was translated from German into English. In the event of any discrepancies between the English translation and the original German version, the German version shall prevail. The financial information should be read only in conjunction with the documents and materials included in this Prospectus (see Section "VII. Documents Included in the Prospectus/ 3. Audit report on the opening balance sheet of SolarBond Germany GmbH as of October 16, 2025", p. 73-77).

**Interim Financial Statement as of December 31, 2025 with
auditor's report as of January 28, 2026**

SolarBond Germany GmbH, Vienna

Assets		Liabilities	
A. Current Assets	EUR	A. Equity capital	EUR
I. Receivables an other Assets	50,153.00	I. Capital stock called in	25,000.00
II. Cash at banks	967.71	II. Capital reserves	50,000.00
		III. Accumulated deficit	-36,257.96
B. Accrued Expenses	0.00	B. Provisions	6,000.00
		C. Liabilities	6,378.67
		D. Accrued Expenses	0.00
Total Assets	51,120.71	Total liabilities	51,120.71

Source: Audited interim Financial Statement of SolarBond Germany GmbH as of December 31, 2025, together with the auditor's report dated January 28, 2026

Following its incorporation on October 16, 2025, the Issuer prepared an opening balance sheet as of that date.

As the Issuer's first financial year spans a calendar year-end, an interim financial statement as of December 31, 2025 was prepared and audited for accounting and year-end closing purposes.

In addition, an audited interim financial statement as of January 15, 2026 was prepared in order to provide the most up-to-date financial information available at the time of approval of this Prospectus.

The interim financial statement as of January 15, 2026 therefore represents the latest financial information of the Issuer prior to the approval of this Prospectus.

All interim financial information is based on the same accounting principles and is consistent with the Issuer's opening balance sheet.

The above table has been extracted from the Interim Financial Statement as of December 31, 2025 with auditor's report dated January 28, 2026, and was translated from German into English. In the event of any discrepancies between the English translation and the original German version, the German version shall prevail. The financial information should be read only in conjunction with the documents and materials included in this Prospectus (see Section "VII. Documents Included in the Prospectus/ 4. Audited interim financial statement of SolarBond Germany GmbH as of December 31, 2025 together with auditor's report dated January 28, 2026" p. 78 - 89 and "5. Auditor's report on the Cash Flow Statement as of December 31, 2025, dated January 28, 2026" p. 90 - 95). The interim financial statement also includes the issuer's cash flow statement.

**Interim Financial Statement as of January 15, 2026 with
auditors report as of January 28, 2026**

Assets		Liabilities	
A. Current Assets	EUR	A. Equity capital	EUR
I. Receivables an other Assets	50,153.00	I. Capital stock called in	25,000.00
II. Cash at banks	967.71	II. Capital reserves	50,000.00
		III. Accumulated deficit	-48,169.13
			26,830.87
B. Accrued Expenses	0.00	B. Provisions	
		1. Tax Provisions	95.83
		2. Other Provisions	15,000.00
		C. Liabilities	9,194.01
Total Assets	51,120.71	Total liabilities	51,120.71

Source: Audited interim Financial Statement of SolarBond Germany GmbH as of January 28, 2026 together with the auditor's report dated January 28, 2026

The above table has been extracted from the Interim Financial Statement as of January 15, 2026 with auditor's report dated January 28, 2026, and was translated from German into English. In the event of any discrepancies between the English translation and the original German version, the German version shall prevail.

The financial information should be read only in conjunction with the documents and materials included in this Prospectus (see Section "VII. Documents Included in the Prospectus/ 4. Audited interim financial statement of SolarBond Germany GmbH as of January 15, 2026 together with auditor's report dated January 28, 2026" p. 96 - 107, and "5. Auditor's report on the Cash Flow Statement as of January 15, 2026, dated January 28, 2026" p. 108 - 113). The interim financial statement also includes the issuer's cash flow statement.

11.2. Review of Historical Financial Information

The opening balance sheet of the Issuer as of October 16, 2025 and the interim financial statements as of December 31, 2025 and January 15, 2026 as well as the auditor's reports on the cash flow statement as of December 31, 2025 and January 15, 2026 with auditor's reports as of January 28, 2026 have been prepared in accordance with international accounting standards as adopted by the Union pursuant to Regulation (EC) No. 1606/2002.

11.3. Court and Arbitration Proceedings

No governmental interventions or legal or arbitration proceedings have been instituted in the past 12 months in which the Issuer is a party or which could have or have had a significant effect on the Issuer's financial position or profitability. Moreover, the Issuer has no knowledge that such proceedings have been initiated.

11.4. Significant changes in the Issuer's financial position or trading position

As the Issuer is a newly established company, there is no previous financial year. Therefore, there have been no material changes in the Issuer's financial position or trading position as of the date of this Prospectus. The Issuer is not part of a group at the date of this Prospectus. Therefore, no

information on changes in the financial position of the group is provided.

12. More Details

12.1. Share Capital

The Company's share capital amounts to EUR 25,000.00. The capital was paid up in full and in cash. The Articles of Association do not contain any authorized or conditional capital increase. Furthermore, no profit participation certificates have been issued.

The share capital is divided into one share with a nominal value of EUR 25,000.00. The company share is in the name of the sole shareholder, Mr. Hardy Chandra Pönisch.

12.2. Articles of Association and Bylaws of the Company

The Issuer is registered in the Commercial Register of the Commercial Court of Vienna (Austria) under the registration number FN 664289x. The corporate purpose of the Issuer is set forth in the Articles of Association of the Issuer under § 2 as follows:

"3. Object of the Company

The object of the company is:

1. issuance of bearer bonds,
2. trading in goods of all kinds.

Furthermore, the company is authorized to establish branches in Austria and abroad, to participate in other companies in Austria and abroad, to acquire, establish and sell companies, and to enter into all transactions that are suitable to directly or indirectly promote the interests of the company, with the exception of activities that are subject to the Austrian Banking Act."

13. Material Contracts

The Company has entered into the following contracts that are outside the ordinary course of business:

13.1. Paying Agent Agreement

The Issuer has concluded a paying agent agreement with Baader Bank AG, Weißenstephaner Straße 4, DE-85716 Unterschleißheim, Germany. This bank will therefore act as paying agent for the investor funds. The paying agent acts exclusively as an agent of the Issuer. It assumes no liability and gives no guarantee for the payments to be made by the Issuer in accordance with this prospectus. Therefore, no contractual or fiduciary relationship is established between the investors and the paying agent, which leads to obligations of the paying agent towards the investors.

13.2. Issue of Bearer Bonds

In order to finance its business activities, the Issuer is issuing Bearer Bonds in several versions under this Base Prospectus at a total issue volume specified in the Final Terms.

13.3. Subordinated Loans and Participatory Subordinated Loans

The Issuer intends to take up subordinated loans and participatory subordinated loans from other companies in the future. To date, the Issuer has not yet taken up any subordinated loans and

participatory subordinated loans or concluded any corresponding agreements.

13.4. Issuance of Bearer Bonds

In order to finance the commencement of its business activities, the Issuer intends to issue Bearer Bonds under this Base Prospectus in several different forms at a total issue volume specified in the Final Terms. As of the date of this Prospectus, the Issuer has not yet issued any Bearer Bonds.

13.5. Exclusive Distribution Agreement with SIA Spirit Capital Investment

The Issuer has entered into an exclusive distribution agreement for the brokerage of financial instruments with SIA Spirit Capital Investment in order to offer the Bearer Bonds to interested investors in Latvia, Lithuania, Estonia and Finland.

SIA Spirit Capital Investment with registered office in Avotu iela 34a , Rīga LV 1009 (Latvia), is an investment brokerage company licensed by the Bank of Latvia for investment services and ancillary investment services was issued in Riga on 11 May, 2022.

The license was notified to Lithuania, Estonia and Finland.

13.6. Distribution Agreements in Other Countries

Distribution in Austria will be carried out by advisors who hold their own licenses to sell securities. At the time of approval of the prospectus, the Issuer has not yet concluded any corresponding agreements with securities advisors.

The Issuer has entered into several non-exclusive distribution agreements for the brokerage of financial instruments with a variety of individual licensed investment advisors in Switzerland. These investment advisors are all registered according FIDLEG (Swiss Financial Services Act) or FINIG (Swiss Financial Institutions Act).

Furthermore, the Issuer has entered into several non-exclusive distribution agreements for the brokerage of financial instruments with a variety of individual licensed investment advisors in France. These investment advisors are all registered according Conseiller en investissements financiers (CIF), the French Financial Services Act.

In other countries, however, the Issuer has not yet entered in distribution agreements.

13.7. Exclusive Agreement for the conceptual design and training of investment advisors and investment brokers with VIVAT Financial Services GmbH

VIVAT Financial Services GmbH, based in Kempten (Germany) and entered in the Commercial Register Section B of the Local Court of Kempten (Allgäu) under registration number HRB 15429, was founded upon entry in the Commercial Register on October 1, 2020 and is represented by the Managing Director Mr. Karsten-Dairek Keune. The purpose of the company is investor management, i.e. the internal organization of sales activities for various external clients. This includes in particular the following administrative tasks: data entry and processing, commission statements, evaluations and correspondence as well as the organization of events and training for external investment advisors and investment brokers. The company does not provide any financial services requiring a license within the meaning of Sections 32 and 33 of the German Banking Act (KWG).

14. Available Documents

Until the expiry of the validity of this section (Registration Document), copies of the following

documents may be inspected at the Issuer's business address, Fleischmarkt 1/6/12, 1010 Vienna, Austria:

- Articles of Association of the Issuer
- Final Terms of the respective Bonds
- Audit report on the opening balance sheet of the Issuer as of October 16, 2025
- Audited interim financial statement of SolarBond GmbH as of December 31, 2025, together with auditor's report dated January 28, 2026
- Auditor's report on the cash flow statement as of December 31, 2025, together with the auditor's report dated January 28, 2026
- Audited interim financial statement of SolarBond Germany GmbH as of January 15, 2026, together with the auditor's report dated January 28, 2026
- Auditor's report on the cash flow statement as of January 15, 2026, dated January 28, 2026

The Prospectus, including any supplements thereto, will be made available free of charge on the Issuer's website for a period of at least ten (10) years from the date of its approval in accordance with Article 21(7) of Regulation (EU) 2017/1129.

IV. INFORMATION ON NON-EQUITY SECURITIES - SECURITIES DESCRIPTION

1. Responsible persons, information from third parties, expert reports and approval by the competent authority

1.1. Responsibility for the Information provided in the Prospectus

The Issuer, SolarBond Germany GmbH, with its registered office at Fleischmarkt 1/6/12, 1010 Vienna, Austria, is responsible for the information provided in this section. The Company is represented by its Managing Directors, Mr. Hardy Chandra Pönisch and Mr. Heribert Laaber.

1.2. Declaration by the Persons Responsible for the Bearer Bonds

The Issuer, as responsible for the information given in this section, declares that it has taken all reasonable care to ensure that the information given in this section is, to the best of its knowledge, in accordance with the facts and contains no omission likely to alter or distort its import.

1.3. Approval of the Prospectus

This Prospectus has been approved by the Austrian Financial Market Authority ("FMA") as competent authority in accordance with the EU Prospectus Regulation, whereby the FMA approves the Prospectus solely with regard to its completeness, comprehensibility and consistency in accordance with the EU Prospectus Regulation. Such approval should therefore not be taken as an endorsement of the quality of the Securities which are the subject of this Prospectus. Investors should make their own assessment of the suitability of these Securities for their individual investment.

1.4. Material Investments since the Last Financial Year

Not applicable.

The Issuer has not made any material investments since its incorporation.

The planned photovoltaic project described in this Prospectus is at a preparatory stage, and, as at the date of this Prospectus, no binding investment commitments or capital expenditures have been made in relation to this project.

1.5. Material Investments in Progress and Planned Material Investments

Not applicable.

As at the date of this Prospectus, the Issuer has not entered into any binding commitments for material investments.

The photovoltaic project described in this Prospectus is intended to be implemented using the proceeds of the Bonds; however, the concrete structure, timing and contractual arrangements of such investments have not yet been finally determined.

2. Risk Factors

With regard to risk factors that are material to the Securities to be offered, in particular with regard to the effects of insolvency or similar proceedings on the expected amount or timing of payments, see section "II./3.Risks specific to the Bearer Bonds". With respect to those risks that are likely to

affect the Issuer's ability to meet its obligations under the Securities to investors, see section "II./2. Risks Specific to the Issuer".

3. Basic Data

3.1. Interests of natural or legal persons involved in the issue/offer

The issuance of the Bonds under this Offering Program is primarily in the economic interest of the Issuer.

In addition, the following natural and legal persons have material interests in connection with the issuance:

- Mr. Hardy Chandra Pönisch is the sole shareholder of the Issuer. The issuance of the Bonds is in his economic interest, as he participates in the potential financial success of the Issuer.
- SIA Spirit Capital Investments GmbH, Latvia, is involved in the offering of the Bonds as a distribution partner. SIA Spirit Capital Investments GmbH is a licensed financial institution and may receive commissions or other forms of remuneration from the Issuer for its services. Therefore, SIA Spirit Capital Investments GmbH has a financial interest in the successful placement of the Bonds.
- Largamus GmbH, Kempten, Germany, is involved in the offering of the Bonds solely as a distribution coordinator. Largamus GmbH does not provide investment advice or investment brokerage services and does not perform any regulated investment services. Largamus GmbH may receive remuneration from the Issuer for its coordination services and therefore has a financial interest in the successful placement of the Bonds.
- The Issuer's first investment described in this prospectus will be acquired by the Issuer itself, financed by net issue proceeds, and operated by the Issuer itself. For future projects, the Issuer may work with project companies, which will then be provided with capital by the Issuer—usually against appropriate collateral—in the form of subordinated loans and/or participatory loans. It is therefore possible that the shareholders of project companies may derive financial benefits from future contractual relationships with the Issuer, which may lead to conflicts of interest.

Members of the management of the Issuer are Mr. Hardy Chandra Pönisch and Mr. Heribert Laaber.

Mr. Hardy Chandra Pönisch holds the following positions in addition to his position with the Issuer:

Mr. Hardy Chandra Pönisch is 100% shareholder and member of the management of the following companies:

- MT Performa Anstalt with registered office at Landstrasse 63, 9490 Vaduz, Liechtenstein
- MT Performa II Anstalt with registered office at Landstrasse 63, 9490 Vaduz, Liechtenstein
- MT Performa III Anstalt with registered office at Landstrasse 63, 9490 Vaduz, Liechtenstein
- Ranzow Verwaltungs UG with registered office at Windmühlenweg 24, 04159 Leipzig, Germany
- MR Sun GmbH with registered office at Lindenallee 8, 04158 Leipzig, Germany
- Germany Sun AG with registered office at Landstrasse 63, 9490 Vaduz, Liechtenstein
- Germany SolarINVEST GmbH with registered office at Lindenallee 8, 04158 Leipzig, Germany
- SolarFinance Germany GmbH with registered office at Fleischmarkt 1/6/12, 1010 Vienna, Austria

Mr. Hardy Chandra Pönisch is a member of the management of the following companies:

- Multitalent Investment GmbH with registered office at Rosenau 54, 87437 Kempten im Allgäu, Germany
- Multitalent Investment II GmbH with registered office at Rosenau 54, 87437 Kempten im Allgäu, Germany
- Lindenkern GmbH with registered office at Rosenau 52, 87437 Kempten im Allgäu, Germany
- MR Projektentwicklungsgesellschaft mbH with registered office at Lindenallee 8, 04158 Leipzig, Germany
- Golf Apartment GmbH & Co KG located at Rosenau 52, 87437 Kempten im Allgäu, Germany.
- Maritime Residence GmbH & Co. KG located at Rosenau 52, 87437 Kempten im Allgäu, Germany
- NPL Verwaltungs GmbH with registered office at Windmühlenweg 24, 04159 Leipzig, Germany

Mr. Hardy Chandra Pönisch is a member of the Supervisory Board of the following company:

- VIVAT Multitalent AG with registered office in Rosenau 54, 87437 Kempten im Allgäu, Germany

Another member of the management board is Mr. Heribert Laaber.

Mr. Heribert Laaber is 100 % shareholder of the following companies:

- adeptio holding GmbH with registered office in Hauptplatz 6, 8230 Hartberg, Austria

He also is managing director of the following companies:

- VMT Capital GmbH with registered office in Fleischmarkt 1/6/12, 1010 Vienna, Austria
- VMT Capital II GmbH with registered office in Fleischmarkt 1/6/12, 1010 Vienna, Austria
- SolarFinance Germany GmbH, with registered office in Fleischmarkt 1/6/12, 1010 Vienna Austria
- VMT Bond GmbH with registered office at Fleischmarkt 1/6/12, 1010 Vienna, Austria
- MBI Anlagen- u. Marketing Gesellschaft m.b.H. with registered office in Münichreiterstr. 19, 1130 Vienna, Austria

Mr. Heribert Laaber is also the owner of the following sole proprietorships:

- Heribert Laaber, GISA number 13239022, with registered office in Faistauergasse 23, 1130 Vienna, Austria
- Heribert Laaber, GISA number 13217808, with registered office in Faistauergasse 23, 1130 Vienna, Austria

In individual cases, the interests of Mr. Hardy Chandra Pönisch and/or Mr. Heribert Laaber could conflict with those of the Issuer. SolarBond Germany GmbH has not taken any measures to prevent the abuse of such control.

3.2. Reasons for the Offer as well as use of Proceeds

The purpose of the offer is to raise capital for the Issuer's business activities in the field of renewable energies, in particular for the financing, construction and operation of photovoltaic plants. The Issuer plans to allocate the net proceeds from each issuance of Bearer Bonds under this Base Prospectus towards the refinancing of initial project investments and the ongoing development of further renewable energy infrastructure.

At the time of its formation, the Issuer had a subscribed share capital of EUR 25,000.00, fully paid in by the shareholder on October 29, 2025 and freely available to the Issuer. Following the approval of this Base Prospectus, the shareholder intends to contribute an additional EUR 250,000.00 as equity capital, which will also be freely available to the Issuer and will be allocated to the capital reserves.

The Issuer's overall financing structure is based on a mix of capital components, including subordinated loans and/or profit-participating loans as well as the Bearer Bonds to be issued under this Base Prospectus. The initial investments in the Issuer's project company are expected to be financed primarily by subordinated and/or profit-participating loans. The net proceeds from the Bearer Bonds will then be used to refinance such initial capital and support the further business expansion.

As the nominal amount and issue volume of the Bearer Bonds will be determined in the applicable Final Terms, the total proceeds and associated costs of a specific issuance cannot be stated at this stage. However, based on current planning, the total costs of an individual issuance are expected to amount to approximately 20% of the nominal amount over the full term. These costs cover distribution commissions, structuring and marketing expenses, administrative expenses, training costs, and sales coordination efforts. The costs will be amortised evenly over the life of each Bond and will not be deducted upfront from the issue proceeds.

No classification as a "green bond" or alignment with sustainability frameworks

The Bearer Bonds issued under this Prospectus are not issued as "green bonds", "sustainable bonds" or "EU Green Bonds" within the meaning of Regulation (EU) 2023/2631 (EU Green Bond Regulation), nor are they intended to be aligned with the EU Taxonomy Regulation (Regulation (EU) 2020/852) or with the Green Bond Principles published by the International Capital Market Association (ICMA). The use of proceeds from the Bonds is not contractually or otherwise restricted to specific environmental, social or sustainability-related projects.

While the Issuer's business activities focus on the financing, construction and operation of photovoltaic installations, no formal classification, certification, external review, verification, reporting or monitoring in accordance with the EU Taxonomy Regulation, the EU Green Bond Regulation or the ICMA Green Bond Principles has been applied for or implemented in connection with the Bonds.

Accordingly, investors should not assume that the Bonds meet any specific regulatory, market-based or voluntary sustainability or "green" standards, or that the use of proceeds will be assessed or reported in accordance with such frameworks.

The Issuer does not maintain its own staff and does not plan to employ personnel in the future. Strategic and investment decisions relating to the Issuer's activities are made by the management of SolarBond Germany GmbH.

4. Information on the Securities to be Offered

4.1. Description of the Type and Class of Securities

The Securities issued on the basis of this Prospectus are fixed rate Bearer Bonds. The respective

Securities identification number ("ISIN") is specified in the Final Terms. However, there is no admission to a regulated market or other trading venue, multilateral trading facility or organized trading facility, which may constitute a de facto restriction on tradability.

4.2. Legislation on the basis of which the Securities were created

The Bonds issued under this Prospectus are governed by German law to the exclusion of the provisions of private international law to the extent that this would result in the application of foreign law. The Bonds are fixed-income Securities within the meaning of §§ 793 et seq. BGB, which are made out to the bearer. The German Bond Act ("SchVG") is applicable to these Securities.

4.3. Securitization and Denomination

The securities are bearer bonds. The depositary is Clearstream Banking AG, Mergenthalerallee 61, DE-65760 Eschborn, Germany.

The Bearer Bonds are securitized for the entire term of the bond in a global bearer certificate, which is deposited with the depositary. Physical delivery of actual bonds or interest coupons cannot be demanded.

The bondholders are entitled to co-ownership shares in the global certificate, which can be transferred in accordance with the statutory provisions and the regulations of the depositary.

4.4. Total issue volume of Securities to be offered

The maximum aggregate issue size of all Bonds issued under this Prospectus will be the sum of the specific issue sizes set forth in the respective Final Terms, as the individual issues made under the Offering Program will be subject to an upper limit on the issue size.

The total costs are 20% in relation to the entire term and the nominal amount of this issue. The costs are attributable to sales commissions, conception expenses, marketing expenses, administrative expenses, training expenses and expenses for sales coordination. The total costs are distributed evenly over the term of the respective Bonds. The annual costs are therefore calculated by dividing the total costs by the (full) years of the relevant term of the Bond. A detailed breakdown of the costs can be found in the respective Final Terms. The net issue proceeds are therefore the total proceeds generated by this issue less the costs described above. The Issuer will take the costs of commencing its business activities from the issue proceeds.

4.5. Currency of the Securities issue

The Bearer Bonds are issued in Euros (EUR) or Swiss Francs (CHF). The currency in which the respective bond is issued is determined by the Final Terms.

4.6. Rank of Securities

Unless mandatory legal provisions provide otherwise, the Bonds constitute direct, unconditional, unsubordinated and unsecured liabilities of the Issuer ranking pari passu with each other and with all present and future unsecured and unsubordinated liabilities of the Issuer. Those liabilities that rank senior under applicable mandatory law include, for example, the costs of insolvency proceedings or employees' claims for payment of current remuneration after the opening of insolvency proceedings.

The Issuer is free to enter into further liabilities of unlimited amount ranking pari passu with those of the investors, but also secured liabilities of unlimited amount ranking prior to the investors' claims.

4.7. Description of the rights attached to Securities, including any restrictions and the procedure for exercising these rights

The Bonds issued under this offering program grant the respective security holder a claim against the Issuer for interest payments and repayment of the principal at the nominal amount on a date specified in the respective Final Terms. The rights and obligations of the Issuer shall otherwise be governed by the laws of the Federal Republic of Germany.

All bonds issued under this bond are Bearer Bonds, which are securitized for the entire term of the bond in a global bearer certificate deposited with the depository.

The Bearer Bonds may be transferred in compliance with the statutory provisions and in compliance with the rules and regulations of the custodian. The Bearer Bonds are transferred by making the corresponding entries in the securities accounts of the seller and the acquirer. The transfer of the Bearer Bonds does not require the consent of the company. German law applies to the creation and circulation of the bonds in the relationship between the paying agent, the Issuer, the depository and any third parties.

The bondholders have no membership rights, in particular no participation, involvement or voting rights at the company's Annual General Meeting. In principle, investors are not entitled to inspect the Issuer's documents.

During the term of the respective bond, the ordinary right of termination for the security holder of the Bearer Bond is irrevocably excluded. The bondholders' extraordinary right of termination remains unaffected. The Issuer is not obliged to pay the investor any compensation for early repayment.

All amounts payable in accordance with the Final Terms of the Bond will be paid out by the Issuer via the paying agent for forwarding to the bondholders in the respective issue currency. All payments, in particular capital repayments and interest payments, are made subject to the deduction and withholding of taxes, duties and other fees, insofar as the Issuer or the paying agent is legally obliged to deduct and/or withhold. The Issuer assumes no responsibility for the withholding of such amounts. The Issuer is not obliged to pay additional amounts to the Bondholders as compensation for the amounts so deducted or withheld. Insofar as the bond debtor is not legally obliged to deduct and/or withhold taxes, duties or other fees, it has no obligation whatsoever with regard to the bondholders' obligations under tax law.

The Issuer has concluded an initiator agreement with VIVAT Financial Services GmbH. Under the initiator agreement, VIVAT Financial Services GmbH provides advice and support to the Issuer in the issue of a security for the public offering, in particular the pre-financing of costs for advisory and administrative activities until the security is ready for distribution. VIVAT Financial Services GmbH does not carry out any securities distribution itself, nor does it perform any activities that require authorization/regulation, such as banking activities or activities as a securities firm or investment firm. VIVAT Financial Services GmbH is not a securities firm or investment firm (in particular, VIVAT Financial Services GmbH itself does not acquire or sell any securities/financial instruments) and does not have a corresponding license. VIVAT Financial Services GmbH does not a public offer of securities. For its activities under the Initiator Agreement, VIVAT Financial Services GmbH is entitled to remuneration amounting to 0.5% of the subscription amount of a brokered investment contract. The agreement was concluded for an indefinite period and may be terminated with one month's notice to the end of any calendar month. The right of the contracting parties to extraordinary termination remains unaffected.

The prospectus and other information of the Issuer will be published on the website www.solarbond-germany.com. The prospectus will be made physically available free of charge upon request.

The payment of interest and the repayment of the capital and accrued interest after expiry of the term are made automatically via the paying agent.

4.8. Interest rate and Interest Debt

The Bonds grant the right to payment of interest in the amount specified in the Final Terms. The interest rate is fixed and interest payments are due quarterly in arrears on the first day of the following quarter. If this day is not a bank working day on which Austrian banks settle payment transactions, the interest receivable falls due on the bank working day following the actual due date on which Austrian banks settle payment transactions. Interest is calculated on the basis of the nominal value of the Bond. Interest is calculated using the ICMA (Actual/Actual) interest calculation method.

The date from which interest is due is specified in the Final Terms.

Claims from interest due become time-barred after three years, claims from Bonds due after thirty years. "Banking days" are days, other than Saturdays, Sundays or public holidays, on which Austrian banks settle payment transactions.

4.9. Maturity Date and Repayment Terms

The right to repayment is associated with the Bonds. The Issuer undertakes to redeem the Bonds at the nominal amount on the maturity date, unless it has already redeemed or repurchased and cancelled the Bonds prematurely. The redemption price for all Bonds issued under this offering program is equal to the nominal amount.

The Issuer's Bonds each have a specific term. The term of a Bond shall commence on the calendar day specified in the Final Terms (start of term) and shall end on the end of term, which shall also be specified in the Final Terms. The start of the term of the Bond coincides with the (first) value date and/or the first day of interest payment (start of interest payment) and the end of the term coincides with the last day of interest payment (end of interest payment).

The maturity date will be specified in the Final Terms for all Bonds issued under this Offering Program.

Subject to applicable tax and other legal rules and regulations, the payment of principal and interest shall be made by the Issuer to the credit of the respective investors. Repayment shall be made without separate application or submission by the investor.

During the term of the respective Bond, the ordinary right of termination for the security holder of the Bearer Bond is irrevocably excluded. The bondholders' extraordinary right of termination remains unaffected.

4.10. Yield

Yield is generally defined as the total return on a cash or capital investment, measured as the actual percentage increase in the value of the capital invested. The annual yield, before deduction of any taxes and other levies, of the Bonds based on the issue amount of 100% of the principal amount and redemption at maturity is equal to the nominal yield and is specified in the Final Terms. The total yield in respect of the Bearer Bonds results from the issue price, the interest rate, the term and the redemption rate.

4.11. Representation of the Holders of Bearer Bonds

The Final Terms of the Bonds do not regulate any special form of representation of the security

holders of the Bonds. In principle, all rights arising from the Bonds in question must be asserted by the individual bondholders themselves or by the legal representative appointed by them directly against the Issuer at its registered office in writing (by registered mail) or by ordinary legal proceedings.

The Issuer does not provide for organized representation of the bondholders. However, the community of creditors is established on the basis of the German Bond Act (SchVG). The German Bond Act provides that the creditors of the same Bond may approve amendments to the Final Terms of the Bond by majority resolution and appoint a joint representative to safeguard their rights. In this case, a bondholder can no longer address the Issuer independently of the other creditors. See section “II. / 3. Risks specific to the Bearer Bonds”.

4.12. Details of the resolutions, authorizations and approvals pursuant to which the Securities are to be created and/or issued

The issuance of the Bearer Bonds under this Base Prospectus is based on a resolution adopted by the management of the Issuer in accordance with the applicable provisions of the Issuer's articles of association and applicable company law. The Issuer is authorised, pursuant to its corporate purpose and statutory framework, to issue debt securities, including bearer bonds, within the scope of its business activities.

The specific Final Terms of each individual issuance, including the nominal amount, maturity, interest rate, and other commercial parameters, will be determined and adopted by the management of the Issuer in accordance with a separate resolution for each issuance. These resolutions will be documented in connection with the preparation and approval of the respective Final Terms for each issue under the Offering Programme.

4.13. Indication of the expected issue date

The expected issue date is specified in the Final Terms.

4.14. Description of any restrictions on the transferability of the Securities

The Bonds may in principle be freely transferred in accordance with the statutory provisions. The Bearer Bonds offered under this Prospectus will not be admitted to trading on any regulated market, multilateral trading facility or other trading venue. Accordingly, no liquid secondary market for the Bonds exists or is expected to develop.

The Bearer Bonds are represented by a global certificate deposited with Clearstream Banking AG. Transfers of the Bonds may therefore only be effected in accordance with the applicable clearing and settlement procedures and are dependent on the availability of a willing buyer and seller.

As the Bonds are not admitted to trading and no organised market exists, investors may be unable to sell the Bonds prior to maturity or may only be able to do so at a price that is significantly lower than the original investment amount. The price achievable in any transfer may be adversely affected by limited market liquidity, the Issuer's financial condition, prevailing market conditions or other factors.

If an investor is unable to find a purchaser for the Bonds prior to maturity, the investor will be required to hold the Bonds until redemption in accordance with their contractual terms.

The Bonds may be purchased by any natural person or legal entity resident or domiciled in the EU and Switzerland. This offer is only addressed to investors in Austria, Germany, Liechtenstein, France, Belgium, Italy, Finland, Estonia, Latvia, Lithuania, Luxembourg and Netherlands. However, the Issuer is free to request the FMA to notify the competent authorities of other EEA member states of

the Prospectus and to extend its offer to these states.

Pursuant to Art. 54 para. 2 of the Federal Financial Services Act (FIDLEG) in conjunction with Art. 70 para. 2 of the Swiss Financial Services Ordinance (FinSO), the Prospectus Review Board may provide that prospectuses approved in certain foreign jurisdictions are also deemed approved in Switzerland. The review bodies in Switzerland have recognized Austria and the Financial Market Authority of Austria. Accordingly, the Prospectus is deemed approved in Switzerland.

The invitation to submit a tender is generally not addressed to a specific or limited target group or category of investors. The Bonds may be acquired by any natural person or legal entity resident or domiciled in the EU. The Bearer Bonds may not be offered in the United States of America or acquired by U.S. persons or politically exposed persons.

4.15. Cautionary note on the effect of tax legislation on contracts from the Securities

In accordance with the EU Prospectus Regulation as well as the Delegated Regulation (EU) 2019/980, investors are expressly warned and explicitly advised that the tax legislation of the investor's country of origin and the Issuer's country of incorporation may affect the income from the security.

Investors should therefore always consult their own tax advisors regarding individual tax consequences resulting from the subscription for, purchase, holding and disposition of the Bonds, including the application and effect of state, regional and foreign or other tax laws and the possible effect of changes in the respective tax laws.

The Issuer cannot be held responsible for the individual tax consequences to the investor arising from the purchase, holding or sale of the Bonds.

4.15.1. General information on the tax situation

All amounts payable on the Bearer Bonds shall be paid without withholding or deduction of any present or future taxes or other duties of any kind, unless such withholding or deduction is required by law. The Issuer is not obligated to fulfill the tax obligations of the bondholders unless such obligation is provided for by law under German law.

4.16. Dependence of payments under the Bonds on payments to other persons

Not applicable.

Payments of interest and principal under the Bonds are not dependent on the existence or amount of any payments, distributions or receipts by the Issuer to or from any other persons. Bondholders have no rights to specific cash flows or assets of the Issuer, and payments under the Bonds depend solely on the Issuer's ability to meet its payment obligations.

5. Conditions of the Public Offering of Securities

5.1. Final Terms, bid statistics, expected timeline and required actions for application

5.1.1. Offer Conditions

The Final Terms Sheet (including the annexed Final Terms of the respective Bond) completes and amends the Securities description contained in Section IV. of this Prospectus with respect to the individual Bonds. The relevant Final Terms, including the annexes thereto, must always be read in conjunction with this Prospectus and any supplements thereto.

The relevant Final Terms including its annexes will be available free of charge on the Issuer's website at www.solarbond-germany.com and upon request during normal business hours at the Issuer's business address, Fleischmarkt 1/6/12, 1010 Vienna, Austria.

5.1.2. Time limit within which the offer is valid, description of the application procedure.

The relevant offer period for the respective Bond will be specified in the Final Terms.

5.1.3. Rejection or Reduction of Drawings

The Issuer reserves the right to reject offers for subscription made by potential investors at any time and without giving reasons or to execute them only in part.

5.1.4. Details of the minimum and/or maximum amount of the subscription

The minimum subscription amounts and the maximum subscription amounts for the Bonds are specified in the respective Final Terms.

5.1.5. Method and deadlines for servicing the Securities and their delivery

The investor makes a binding offer to the Issuer in writing or online to acquire the Bond with the desired nominal amount by subscribing for a subscription certificate. The acquisition of the Bond is effected by the acceptance of the offer by the Issuer. The Issuer reserves the right not to accept a subscription offer. No reasons need to be given for non-acceptance. The closing of the issue is possible on the 1st and 15th day of each month. Subscription to the issue must be made at least 14 days before the desired start of the contract.

The investor then transfers the subscription amount, including any premiums and fees, to the Issuer's account with the paying agent. The Issuer confirms receipt of payment to the paying agent on the basis of the contract concluded and thereby releases delivery of the security to the investor's custody account, whereupon the paying agent delivers the securities to the investor.

The securities are delivered in bundles on the 1st and 15th day of each month. Delivery is made on the basis of the notification of the concluded contracts by the Issuer to the paying agent, which is also made on the 1st and 15th day of each month. All contracts that have been concluded since the last reporting date through acceptance of the offer by the Issuer and timely payment of the subscription amount into the Issuer's account are taken into account.

The paying agent is Baader Bank AG. Subscription orders may, as an exception and if agreed with the Issuer in individual cases, also be delivered using the delivery versus payment (DVP) procedure, provided that the technical and organizational requirements for this are met. In this case, the investor's custodian bank acts as trustee (for the end investor) for the Bearer Bonds and the transaction directly with the paying agent using the aforementioned procedure. This ensures that the payment and transfer of the Bearer Bonds takes place simultaneously and only if both parties have issued the same instructions.

If, in exceptional cases, delivery against payment is made, the customer must be informed in each individual case for the purpose of processing to contact the paying agent.

The currently valid Standard Settlement Instructions (SSIs) are available from the paying agent.

The (first) value date, i.e. the date on which the Bearer Bonds are deliverable or payable, specified in the respective Final Terms.

All interest and redemption payments by the Issuer will be made via Baader Bank AG as paying agent to Clearstream Banking AG for the purpose of crediting the accounts of the respective

custodian banks for forwarding to the bondholders. This releases the Issuer from all performance obligations.

5.1.6. Comprehensive description of the modalities and the date for the public announcement of the bid results

The Final Terms will be published on the Issuer's website, available at www.solarbond-germany.com, and will be made available in printed form free of charge upon request during normal business hours at the Issuer's business address. The publication of other results of an offering under this Base Prospectus is not intended.

5.1.7. Information on Preferential Subscription Rights

There are no preferential or subscription rights for the subscription of Bonds issued under the Offering Program, therefore information on this point is omitted.

5.2. Distribution and Allocation Plan

5.2.1. Indication of the different categories of potential investors to whom the Securities are offered

The Bearer Bonds issued under this Offering Programme are intended to be offered to the public in Austria, Germany, Liechtenstein, France, Belgium, Italy, Finland, Estonia, Latvia, Lithuania, Luxembourg and Netherlands.

The Issuer reserves the right to offer the Bearer Bonds in other Member States of the European Economic Area, provided that the prospectus is duly notified to the competent authority in accordance with the provisions of Regulation (EU) 2017/1129.

If individual tranches of the Bearer Bonds are intended to be distributed only in certain jurisdictions or to a specific category of investors, this will be stated in the applicable Final Terms.

Pursuant to Article 54(2) of the Swiss Financial Services Act (FIDLEG) in conjunction with Article 70(2) of the Swiss Financial Services Ordinance (FinSO), prospectuses approved by the Financial Market Authority of Austria are recognized in Switzerland. Accordingly, this Base Prospectus is deemed to be approved for public offering purposes in Switzerland.

In general, the offer is not restricted to specific investor categories. The Bearer Bonds may be acquired by any natural or legal person located or resident in a country in which the public offer of such securities is permitted under applicable law and where the prospectus has been validly notified, where required. There are no specific restrictions regarding investor qualifications, except for jurisdictions where offers are prohibited by law or regulation.

The Bearer Bonds may not be offered in the United States of America or to U.S. persons as defined in Regulation S under the U.S. Securities Act of 1933.

There is no allocation procedure foreseen for the subscription of the Bearer Bonds. No prior notice of allotment will be provided to subscribers, and trading may not commence before such notification, if applicable, has taken place.

5.3. Pricing

The issue price of a particular Bond is specified in the relevant Final Terms Sheet. The issue price may include various incidental costs of the Bond (commissions, markups, expenses or third-party costs), accrued interest, as well as follow-up costs.

Otherwise, no expenses or charges will be imposed on the investors by the Issuer.

5.4. Placement and Acquisition

Paying agent is Baader Bank AG.

The Issuer has entered into an exclusive distribution agreements for the brokerage of financial instruments with SIA Spirit Capital Investments as well as several licensed investment advisors in France and Switzerland in order to offer the Bearer Bonds to interested investors.

The Issuer has entered into an exclusive distribution agreement for the brokerage of financial instruments with SIA Spirit Capital Investment in order to offer the Bearer Bonds to interested investors in Latvia, Lithuania, Estonia and Finland.

SIA Spirit Capital Investment with registered office in Avotu iela 34a , Rīga LV 1009 (Latvia), is an investment brokerage company licensed by the Bank of Latvia for investment services and ancillary investment services was issued in Riga on 11 May 2022.

The license was notified to Lithuania, Estonia and Finland.

The Issuer has entered into several non-exclusive distribution agreements for the brokerage of financial instruments with a variety of individual licensed investment advisors in Switzerland. These investment advisors are all registered according FIDLEG (Swiss Financial Services Act) or FINIG (Swiss Financial Institutions Act).

Furthermore, the Issuer has entered into several non-exclusive distribution agreements for the brokerage of financial instruments with a variety of individual licensed investment advisors in France. These investment advisors are all registered according Conseiller en investissements financiers (CIF), the French Financial Services Act.

In other countries, however, the Issuer has not yet entered in distribution agreements.

The Issuer and SIA Spirit Capital Investments and/or any other investment advisor do not declare any placement guarantee or underwriting of the Securities.

6. Admission to Trading and Trading Modalities

The Securities offered are not the subject of an application for admission to trading and are not intended to be placed on a regulated market, other third country markets, SME growth market or MTF. The submission of an application for admission to trading on any of the above-mentioned markets, trading venues and systems is therefore not intended.

“SME Growth Market” means a multilateral trading facility registered as an SME growth market in accordance with Article 33 of Directive 2014/65/EU (MiFID II), which is designed to facilitate access to capital markets for small and medium-sized enterprises.

“MTF” means a multilateral trading facility within the meaning of Article 4(1)(22) of Directive 2014/65/EU (MiFID II), operated by a market operator or an investment firm, which brings together multiple third-party buying and selling interests in financial instruments in accordance with non-discretionary rules.

7. More Details

7.1. Advisors named in the Bearer Bonds who are involved in the issue

The Bearer Bonds do not name any advisors involved in an offering.

7.2. Audited Data

The opening balance of the Issuer and the interim balance have been audited or reviewed by auditors.

7.3. Ratings

No rating has been prepared for either the Issuers or the Bonds.

V. FORM FOR THE FINAL TERMS

1. Sample Final Terms Sheet

Sample Final Terms Sheet

[●]

Final Terms Sheet

[●]

[●]

issued under the

Program for the issuance of non-equity Securities

as of February 11, 2026

of

SolarBond Germany GmbH

Fleischmarkt 1/6/12, 1010 Vienna (Austria)

The content of the Final Terms is governed by the EU Prospectus Regulation and the implementing regulations. They must always be read in conjunction with the Prospectus and any supplements thereto, because complete information about the Issuer and the offer of non-equity Securities or the obtaining of all information is only possible if the Final Terms and the Prospectus - supplemented by any supplements - are read together. Terms and definitions contained in the Prospectus shall, in case of doubt, be given the same meaning in the Final Terms together with any supplements.

The Prospectus and any supplements thereto will be published on the Issuer's website, www.solarbond-germany.com, in accordance with the provisions of Article 21 of the EU Prospectus Regulation. In addition, they may be inspected by the public in printed form at the registered office of the Issuer during normal business hours. The publication or provision of the Prospectus is free of charge.

The Final Terms contain a summary for the respective Bond. This is attached to the Final Terms as Annex 1. The Final Terms of the non-equity Securities form Annex 2 to the Final Terms and, together with the present Final Terms, supplement or specify the Final Terms of the individual issues under this Prospectus, which is why they should be read in conjunction with the present Final Terms. The completed Final Terms and its two annexes together constitute the complete Final Terms of the respective Bond.

Annex I and Annex II will be included in the applicable Final Terms relating to the respective issuance of Bonds.

At the date of this Prospectus, Annex I and Annex II do not form part of this Prospectus and will be published together with the relevant Final Terms.

All provisions of the Final Terms which are not completed or deleted shall be deemed to have been deleted from the Terms of Issue applicable to the non-equity Securities.

The Issuer is not subject to EU Directive 2014/65/EU of the European Parliament and of the Council of May 15, 2014 on markets in financial instruments, as amended ("MiFID II"). Therefore, the Issuer has not conducted a target market assessment.

Notwithstanding a target market determination, investors may lose all or part of the investment amount. The target market determination is made without prejudice to contractual, statutory or regulatory sales restrictions relating to the Bonds offered.

Any person who subsequently offers, sells or recommends the Bonds must conduct an independent assessment. A distributor subject to MiFID II is responsible for conducting its own target market assessment in relation to the Bonds and for determining the appropriate distribution channels, subject to the distributor's applicable suitability and adequacy obligations under MiFID II. The Issuer assumes no responsibility in this regard.

The Final Terms Sheet has the same structure as the Prospectus. This means that all the information to be provided in the individual chapters of the Prospectus is listed under the same chapter heading as in the Prospectus. Since not all chapters of the Prospectus require information in, or concretization by, the Final Terms for individual issues, the numbering of the Final Terms only starts with item 3.2. and is not consecutive.

Complete information is only available if the Prospectus and the Final Terms are read in context.

Notes:

Optional fields ☐ are only considered applicable if they are marked as follows: ☒ If no information is provided for certain items, they do not apply.

IV. Information on the Non-Equity Securities to be offered	
3. Basic Data	
3.2. Reasons for the Offer as well as use of Proceeds	
Detailed break-down of the costs	The following costs are incurred in relation to the amount of Bearer Bonds subscribed:
	Sales commission ☐
	Conceptual expenses ☐
	Sales coordination ☐
	Marketing expenses ☐
	Administrative expenses ☐
	Training costs ☐
	Total costs ☐
The total costs amount to 20% in relation to the entire term and the nominal amount of this issue. The costs are distributed evenly over full calendar years throughout the entire term of the respective Bonds. The annual costs are therefore calculated by dividing the total costs by the (full) years of the relevant term of the Bond.	
Conceptual expenses and training expenses are paid to VIVAT Financial Services GmbH, Rosenau 54, D-87437 Kempten (Allgäu). Marketing expenses and administrative expenses are paid to VIVAT Verwaltungs GmbH, Rosenau 54, D-87437 Kempten (Allgäu).	
Distribution-related expenses within the total costs are allocated according to the respective roles of the involved entities.	

	SIA Spirit Capital Investment, Avotu iela 34a, Rīga LV-1009 (Latvia), is a licensed financial institution and may provide investment advice and investment brokerage services. Remuneration paid to SIA Spirit Capital Investment relates to such regulated investment services and is included in the total costs of the Bonds. Largamus GmbH, Rosenau 52, D-87437 Kempten (Allgäu), acts exclusively as a distribution coordinator and does not provide investment advice, investment brokerage or any other regulated investment services. Remuneration paid to Largamus GmbH relates solely to coordination and organisational services in connection with the distribution of the Bonds and is likewise included in the total costs.
	4. Information on the Non-Equity Securities to be offered
4.1 ISIN/Securities Identification Number	[•]
4.3.Nominal amount	[•]
4.4 Total issue volume of the non-equity Securities to be offered	[•]
4.5. Currency of the Securities issue	☐ Euro (EUR)
	☐ Swiss Franc (CHF)
	4.8 Interest Rate and Interest Debt
i) Nominal interest rate	[•] Interest is calculated using the ICMA (Actual/Actual) interest calculation method.
ii) Interest due dates	Interest shall be paid quarterly in arrears, in each case on the 1st day of the following quarter, thus for the first time on [•] and for the last time on the due date, provided that this is a banking day on which Austrian banks settle payment transactions, otherwise interest shall be due on the banking day following the due date on which Austrian banks settle payment transactions.
	4.9 Maturity Date and Repayment Terms
i) Interest/maturity start and interest/maturity end dates	[•] [•]
ii) Maturity date	[•]
4.10. Yield	The annual return is equal to the nominal interest rate and is therefore [•] %.
4.13. Details of the expected issue date	[•]

5. Conditions of the Public Offering of Non-Equity Securities

5.1. Conditions, offer statistics, expected schedule and required actions for the application.

5.1.2. Period within which the offer is valid

[•]

5.1.4. Details of the minimum and/or maximum amount of the subscription (expressed as the number of non-equity Securities or accredited investment amount).

[•]

[•]

5.1.5. Method and deadlines of servicing the non-equity Securities and their delivery

[•]

5.2. Distribution and Allocation Plan

5.2.1. Indication of the different categories of potential investors to whom the Securities are offered

Austria, Germany, Liechtenstein, France, Belgium, Italy, Finland, Estonia, Latvia, Lithuania, Luxembourg and Netherlands. Pursuant to Art. 54 para. 2 of the Federal Financial Services Act (FIDLEG) in conjunction with Art. 70 para. 2 of the Swiss Financial Services Ordinance (FinSO), the Prospectus Review Board, may provide that prospectuses approved in certain foreign jurisdictions are also deemed approved in Switzerland.

The invitation to submit a tender is generally not addressed to a specific or limited target group or category of investors. The Bonds may be acquired by any natural person or legal entity resident or domiciled in the EU. The Bearer Bonds may not be offered in the United States of America or acquired by U.S. persons or politically exposed persons.

5.3. Pricing

Issue price

[•] EUR/CHF

5.4 Placement and Acquisition

Name and address of the coordinator(s) of the entire offer or individual parts of the offer, as well as information on the placements in the individual countries

The paying agent is Baader Bank AG, Weißenstephaner Straße 4, DE-85716 Unterschleißheim, Germany.

SIA Spirit Capital Investment w Avotu iela 34a , Rīga LV 1009 (Latvia) (exclusive distribution agreement Latvia, Lithuania, Estonia and Finland)

The Issuer has entered into several non-exclusive distribution agreements for the brokerage of financial instruments with a variety of individual licensed investment advisors in Switzerland. These investment advisors are all registered according FIDLEG (Swiss Financial Services Act) or FINIG (Swiss Financial Institutions Act).

Furthermore, the Issuer has entered into several non-exclusive distribution agreements for the brokerage of financial instruments with a variety of individual licensed investment advisors in France. These investment advisors are all registered according Conseiller en investissements financiers (CIF), the French Financial Services Act.

In other countries, however, the Issuer has not yet entered in distribution agreements.

2. Sample Final Terms

For each issue of Bearer Bonds under the Offering Program, the Issuer will draw up Final Terms of the respective Bond based on the following Sample Final Terms. Elements marked for completion, alternative formulations and modifications indicated by placeholders will be set out in the Final Terms of the respective issue.

References to the Bearer Bonds shall be understood as references to the section “**IV. Information on Non-Equity Securities - Securities Description**” of the Base Prospectus.

The Final Terms of the Bond are attached as Annex 2 to the Final Terms Sheet. Annex I and Annex II will be included in the applicable Final Terms relating to the respective issuance of Bonds.

At the date of this Prospectus, Annex I and Annex II do not form part of this Prospectus and will be published together with the relevant Final Terms.

This Prospectus, with all documents included in the Prospectus and all supplements, together with the Final Terms consisting of the relevant Final Terms including all annexes, constitutes a Prospectus within the meaning of Art. 8 of the EU Prospectus Regulation.

Sample Final Terms

[•]

Final Terms

[•]

[•]

issued under the Base Prospectus

for the issue of Bearer Bonds

of

SolarBond Germany GmbH

Vienna, Austria

First value date: [•]

Maturity date: [•]

This document contains the Final Terms of an issue of Bearer Bonds (the “**Bearer Bonds**” or “**Bonds**” or “**Securities**”) of SolarBond Germany GmbH issued under the Base Prospectus of SolarBond Germany GmbH as of February 11, 2026 (the “**Prospectus**”).

In order to obtain all information on the Bonds, these Final Terms, the Prospectus and any

supplements to the Prospectus, and the Final Terms together with its annexes must be read together.

The Prospectus and any supplements thereto as well as documents referred to in these Final Terms or in the Prospectus may be obtained free of charge at any time from the Issuer's website, www.solarbond-germany.com, or from the Issuer during normal business hours.

An issue-related summary of the Bonds is attached to the Final Terms as Annex 1. The present Final Terms constitute Annex 2 to the Final Terms. Together, the Final Terms and the annexes thereto constitute the Final Terms of the Bond.

1. Issue and Issue Price (Offer Price)

- 1.1. SolarBond Germany GmbH, Fleischmarkt 1/6/12, 1010 Vienna, Austria, registered in the Commercial Register of the Commercial Court Vienna (Austria) under registration number FN 664289x (the "Issuer"), issues in accordance with these Final Terms the Bonds "[●]" in an aggregate principal amount of up to [●] [●] (in words [●] [●]), divided into up to [●] of Bearer Bonds bearing the same fixed rate of interest (the "Bearer Bonds" or the "Bonds" or "Securities"), each in the principal amount of [●] [●] (in words: [●] [●]).
- 1.2. The initial issue price (issue price) is [●] [●] per Bond. A premium will not be charged. The Bearer Bonds shall mature for the first time on [●] ("First Value Date"). After the First Value Date, the Bearer Bonds shall mature on each first or 15th day of each calendar month. The Issuer shall have the right to increase or reduce the aggregate principal amount at any time.
- 1.3. The Bearer Bonds are securitized in a global bearer bond ("global certificate") without interest coupons. This global certificate is held in custody by Clearstream Banking AG (Frankfurt am Main) as depositary until all obligations of the bond debtor arising from the bond have been fulfilled. The holders of Bearer Bonds ("bondholders") therefore have no right to delivery of the individual certificates during the entire term. The bondholders are entitled to coownership shares in the global certificate, which can be transferred in accordance with the statutory provisions and the regulations of the depositary.
- 1.4. The bondholders have no membership rights, in particular no participation, involvement or voting rights in the Company's Annual General Meeting. In principle, the bondholders are also not entitled to demand from the Issuer at any time to inspect documents, in particular regarding the investments acquired, to be acquired or to be sold by the Issuer.
- 1.5. The subscription period shall commence on [●] and end upon full placement, but no later than 12 months after the date of approval of this Prospectus, unless the Issuer terminates the issue earlier. The Issuer is entitled to terminate or extend the offer/subscription period earlier without giving reasons.

2. Form, Nominal Value, Denomination, Minimum Subscription

- 2.1. The Bonds "[●]" have an aggregate principal amount of up to [●] [●] (the "Aggregate Principal Amount"). The Issuer has the right to increase or decrease the aggregate principal amount at any time. The Bonds shall be divided into up to [●] Bonds.
- 2.2. The denomination is [●] [●]. The minimum subscription amount is [●] [●], i.e. [●] [●] of Bonds with a nominal value of [●] [●]. There is no maximum value for the respective subscription.
- 2.3. The Bearer Bonds are represented by a global certificate deposited with Clearstream Banking AG.

3. Status

The Bearer Bonds constitute unsecured, direct, unconditional and unsubordinated obligations of the Issuer ranking pari passu among themselves and pari passu with all other

present or future unsecured and unsubordinated obligations of the Issuer to the extent such other obligations do not rank senior under applicable mandatory law.

4. Term

The term of the Bearer Bonds shall begin on [●] (inclusive) and end on [●] (inclusive). The Bearer Bonds thus have a term of [●] years and [●] months and are due for redemption on [●].

5. Interest

- 5.1. Subject to clause 5.2, the Bearer Bonds shall bear interest from [●] at [●] % p.a. of the relevant nominal amount. The calculation of quarterly interest shall mean the period from the respective value date (inclusive) to the respective next value date (exclusive). If an investor subscribes for Bearer Bonds during the interest period, he shall receive only the interest for the pro rata period for that interest period.
- 5.2. Interest shall be paid quarterly in arrears. Interest shall be payable on [●], [●], [●] and [●] of each year (interest days). The first Interest Payment Date shall be [●]. Interest shall be paid on or before the 20th day of the month in which it becomes due. If the Bearer Bonds are called prior to such date, interest accrued since the last Interest Payment Date shall be paid at the time of redemption of principal.
- 5.3. Interest is calculated on the basis of the interest method in accordance with the ICMA (actual/actual) rule. Interest for a period shorter than one quarter is calculated on the basis of the actual number of days in that period divided by the actual number of days in the relevant interest year. This also applies in the case of Bearer Bonds issued after the value date.
- 5.4. The Issuer undertakes to pay the principal of and interest on the Bearer Bonds at maturity in [●] to the respective account notified to the Issuer by the relevant investor. The Issuer will be discharged from its corresponding payment obligation by payments to the bondholders under the Bearer Bonds. A payment under the Bearer Bonds is timely if it has been received in the bank account of the relevant bondholder on the Maturity Date. If a redemption date or other payment date in connection with the Bearer Bonds falls on a day that is not a Banking Day, the bondholders shall not be entitled to payment of principal and interest until the next Banking Day. bondholders shall not have the right to demand further payment of interest or other payments as a result of such delay. "Banking Day" means a day on which banks are generally open for business at the registered office of the Issuer and which is a TARGET 2 Business Day. "TARGET 2 Business Day" means a day on which the Trans-European Automated Real-time Gross settlement Express Transfer system - TARGET 2 is in operation.
- 5.5. If the Issuer does not redeem the Bearer Bonds at maturity, interest shall not be payable on the day before the maturity of the Bearer Bonds but only on the day before the actual redemption of the Bearer Bonds.

6. Transferability of the Bearer Bonds

The Bonds may in principle be freely transferred in accordance with the statutory provisions. The Bearer Bonds offered under this Prospectus will not be admitted to trading on any regulated market, multilateral trading facility or other trading venue. Accordingly, no liquid secondary market for the Bonds exists or is expected to develop.

The Bearer Bonds are represented by a global certificate deposited with Clearstream Banking AG. Transfers of the Bonds may therefore only be effected in accordance with the applicable clearing and settlement procedures and are dependent on the availability of a willing buyer and seller.

As the Bonds are not admitted to trading and no organised market exists, investors may be unable to sell the Bonds prior to maturity or may only be able to do so at a price that

is significantly lower than the original investment amount. The price achievable in any transfer may be adversely affected by limited market liquidity, the Issuer's financial condition, prevailing market conditions or other factors.

If an investor is unable to find a purchaser for the Bonds prior to maturity, the investor will be required to hold the Bonds until redemption in accordance with their contractual terms.

7. Repayment

Subject to Clause 9 hereof, the Bearer Bonds shall become due for payment on [●] at the principal amount of the Bearer Bonds plus interest. Repayment shall be made by [●].

8. Paying Agent and Payments

- 8.1. The paying agent is Baader Bank AG, Weißenstephaner Straße 4, DE-85716 Unterschleißheim, Germany, whereby the Issuer reserves the right to change or terminate the appointment of a paying agent at any time and to appoint another or an additional paying agent. There is no agency or fiduciary relationship between the Paying Agent and the Bondholders, such Paying Agent is the sole agent of the Issuer.
- 8.2. The Issuer guarantees that a paying agent will always be available. The Issuer irrevocably undertakes to make payments of principal and/or interest on the Bearer Bonds at maturity in the issue currency.
- 8.3. All amounts payable under the Final Terms of the Bonds will be paid by the Issuer via the Paying Agent to Clearstream Banking AG, Mergenthalerallee 61, DE-65760 Eschborn, Germany, for credit to the accounts of the respective custodian banks for onward transmission to the security holders. This releases the Issuer from all performance obligations.
- 8.4. If a payment of principal or interest is to be made on a day that is not a Banking Day, the payment shall be made on the next following Banking Day. The security holder shall not be entitled to any interest or other amounts in respect of such postponed payment.
- 8.5. Any change, dismissal, appointment or other change of depositary or paying agent shall be announced by the Issuer without delay in accordance with § 10.

9. Taxes

All amounts payable on the Bearer Bonds are payable without withholding or deduction of any present or future taxes or other duties of any kind unless such withholding or deduction is required by law. The Issuer is not obligated to fulfill any tax obligations of the bondholders unless such obligation is provided for by law under German law.

10. Termination of the Bond

- 10.1. The bondholders have no ordinary right of termination before the end of the term.
- 10.2. The Issuer has an ordinary right of termination at any time with a notice period of 6 months, in each case as of December 31 of each year. If the Issuer of the Bonds gives notice of termination, such notice shall be given in respect of all outstanding Bearer Bonds, subject to the following provisions. The Issuer is entitled, but not obliged, in justified individual cases to accept notices of termination from bondholders prior to the expiry of the notice-free period and to redeem the respective Bearer Bonds of individual bondholders. The Bearer Bond shall be redeemed at the nominal amount plus accrued pro rata interest up to the date of redemption.
- 10.3. Each bondholder is entitled to give extraordinary notice of termination of its Bearer Bond and demand its immediate repayment at the nominal amount plus accrued pro rata interest up to the date of repayment if there is good cause. If a bondholder gives notice of termination, such

notice shall be given only in respect of the Bearer Bonds held by the respective bondholders; the Bearer Bonds held by other bondholders shall remain unaffected thereby. Good cause shall be deemed to exist in particular if:

- a. the Issuer fails to pay principal or interest within 30 days after the respective maturity date;
- b. the Issuer breaches any other obligation under the Bearer Bonds or the Final Terms of the Bonds and the breach continues for more than 30 days after receipt of the notice despite a written request to do so;
- c. the opening of insolvency proceedings against the assets of the Issuer is applied for and - if the application has been filed by a third party - such application is not withdrawn within 60 days or rejected for reasons other than lack of assets to cover costs (or the equivalent in another jurisdiction);
- d. the Issuer goes into liquidation, ceases all or most of its business activities or sells or otherwise disposes of substantial parts of its assets.

10.4. The right of termination shall expire if the circumstance giving rise to the right of termination ceases to exist before the right of termination is exercised.

10.5. A termination of the Bearer Bonds by a bondholder must be declared to the Issuer in writing in German or English and with reference to the respective Bearer Bonds held. In addition, each bondholder is obliged to state the reason for termination asserted in each case. Any extraordinary termination by the Issuer must be notified to the respective bondholder by the Issuer in writing.

11. Limitation Period

Claims for payment of interest become time-barred after three years from the due date, claims for payment of principal become time-barred after thirty years from the due date.

12. Stock Exchange Listing

There is no stock exchange listing or other possibility of systematized trading of the Bearer Bonds.

13. Issue of further Bearer Bonds, purchase of Bearer Bonds

13.1. The Issuer is entitled at any time, without the consent of the bondholders, to issue further Bearer Bonds with essentially the same features (if applicable, with the exception of the issue date, the interest commencement date and/or the issue price) in such a way that they form a single Bond with the Bearer Bonds. In such case, the aggregate principal amount of the Bonds shall be increased by the principal amount of the newly issued Bearer Bonds and the newly issued Bearer Bonds shall fall within the definition of "Bearer Bonds". There is no obligation on the part of the Issuer to issue such further series nor any right of the bondholders to subscribe for Bonds from such series.

13.2. The Issuer is also authorized to issue further financial instruments.

13.3. The Issuer has the right to purchase Bearer Bonds in any form and at any price. The Bearer Bonds acquired by the Issuer may be held, resold or cancelled at the Issuer's option.

14. Announcements

All notices to the bondholders concerning Bearer Bonds shall be published on the website of the Issuer (www.solarbond-germany.com). Such notice shall be deemed to have been effected on the 5th day. In addition, investors will receive an individual notification by letter or e-mail.

15. Changes to the Final Terms of the Bearer Bond

15.1. The Issuer shall be entitled to amend or supplement in these Final Terms

- (i) obvious printing or calculation errors,
- (ii) other obvious errors or
- (iii) contradictory or incomplete provisions

without the consent of the bondholders, whereby in the cases mentioned under (iii) only such amendments or additions may be made which, taking into account the interests of the Issuer, are reasonable for the bondholders, i.e. which do not or only insignificantly worsen the financial situation of the bondholders.

15.2. The Issuer is entitled to amend the Final Terms of the Bond at any time without the consent of the bondholders in their favor, in particular to provide additional security or to strengthen creditors' rights.

15.3. Other amendments to the Final Terms are permissible. They require the approval of the creditors' meeting in accordance with the statutory provisions.

15.4. Any amendments or supplements to these Final Terms shall be published in accordance with Section 14.

16. Applicable Law, Place of Performance and Jurisdiction

16.1. All legal relationships arising for the acquisition of the Bearer Bonds and/or with these Final Terms of the investors (including any disputes in connection with non-contractual obligations arising out of or in connection with the Bearer Bonds and/or with these Final Terms) shall be governed by German law, to the exclusion of the provisions of private international law to the extent that this would result in the application of foreign law. The place of performance shall be the registered office of the Issuer. In all other respects, the place of jurisdiction for all disputes arising from this Agreement shall be the registered office of the Issuer, to the extent permitted by law.

16.2. Any legal disputes of a consumer arising out of or in connection with the Bonds and/or these Final Terms (including any disputes in connection with non-contractual obligations arising out of or in connection with the Bonds and/or these Final Terms) against the Issuer shall, at the option of the consumer, be subject to the jurisdiction of the court having subject-matter jurisdiction and local jurisdiction at the domicile of the consumer or at the domicile of the Issuer or any other court having jurisdiction on the basis of statutory provisions. The agreement on the place of jurisdiction does not restrict the statutory right of bondholders (in particular consumers) to bring an action before another court with statutory jurisdiction. Similarly, the bringing of actions in one or more jurisdictions does not preclude the bringing of actions in another jurisdiction (whether concurrently or not) if and to the extent permitted by law.

17. Severability Clause

If any provisions of these Final Terms of Bonds are or become invalid or unenforceable in whole or in part, the remaining provisions of these Final Terms of Bonds shall remain in force. Legally invalid or unenforceable provisions shall be replaced in accordance with the spirit and purpose of these Final Terms of Bonds by legally valid and enforceable provisions that come as close as possible in economic terms to the legally invalid or unenforceable provisions, insofar as this is legally possible.

VI. CONSENT OF THE ISSUER TO THE USE OF THE PROSPECTUS

1. Information regarding the consent of the Issuer or the person responsible for drawing up the Prospectus

1.1. Express Consent and Declaration

The Issuer grants its consent to the use of this Prospectus for the subsequent resale or final placement of the Bonds during the subscription period to those licensed and supervised financial intermediaries which operate in accordance with the legal requirements of the country in which the Bonds are domiciled or distributed and which it expressly permits to do so in individual cases. The placement of the issue will be carried out by the Issuer itself or by organizations or intermediaries appointed by the Issuer.

However, the consent expressly does not release from compliance with the selling restrictions applicable to the respective offer and all applicable regulations. A financial intermediary shall not be released from compliance with the statutory provisions applicable to it. The Issuer shall not be liable for any acts or omissions of the financial intermediaries.

1.2. Indication of the period for which consent to use the Prospectus is given

Consent to use this Prospectus is granted for the period of its validity.

The Prospectus is valid for a period of twelve (12) months from the date of its approval, this is February 11, 2026. Accordingly, the consent to use this Prospectus expires equally at February 10, 2027 the latest, unless the relevant offer period ends earlier.

1.3. Indication of the offer period during which the subsequent resale or final placement of the non-equity Securities through financial intermediaries may take place.

The offer period during which the subsequent resale or final placement of the Bonds through financial intermediaries may take place will be specified in the applicable Final Terms.

Any such offer period shall in any event be limited to the validity period of the Prospectus and shall therefore not extend beyond twelve (12) months from the date of approval of the Prospectus, this is February 10, 2027.

The consent to use the Prospectus is granted only for the duration of the relevant offer period and is subject to compliance with all applicable selling restrictions and regulatory requirements. Beyond this, no additional conditions apply. The consent may be revoked or restricted at any time.

1.4. Indication of the Member States in which the financial intermediaries may use the Prospectus for a subsequent resale or final placement of the non-equity Securities

The Issuer's consent to the use of the Prospectus by financial intermediaries is limited to Austria, Germany, Liechtenstein, France, Belgium, Italy, Finland, Estonia, Latvia, Lithuania, Luxembourg and Netherlands.

Following appropriate notification of the Prospectus, the Issuer is also free to offer the Bonds to the public in further EEA member states. The Issuer declares that it accepts liability for the content of the Prospectus even in the event of a subsequent resale or final placement of non-equity Securities by financial intermediaries who have received consent to use the Prospectus.

The Issuer has entered into an exclusive distribution agreement for the brokerage of financial

instruments with SIA Spirit Capital Investment in order to offer the Bearer Bonds to interested investors in Latvia, Lithuania, Estonia and Finland.

SIA Spirit Capital Investment with registered office in Avotu iela 34a , Rīga LV 1009 (Latvia), is an investment brokerage company licensed by the Bank of Latvia for investment services and ancillary investment services was issued in Riga on 11 May, 2022. The license was notified to Lithuania, Estonia and Finland.

Pursuant to Art. 54 para. 2 of the Federal Financial Services Act (FIDLEG) in conjunction with Art. 70 para. 2 of the Swiss Financial Services Ordinance (FinSO), the Prospectus Review Board may provide that prospectuses approved in certain foreign jurisdictions are also deemed approved in Switzerland. The review bodies in Switzerland have recognized Austria and the Financial Market Authority of Austria. Accordingly, the Prospectus is deemed approved in Switzerland.

1.5. Any other conditions to which the consent is bound

Furthermore, the Issuer's consent is not subject to any other conditions, but may be revoked or limited at any time.

1.6. Notice to investors

Important notice to investors

In the event that a financial intermediary makes an offer of the Bonds to investors, such financial intermediary is required to inform investors of the Final Terms of the offer at the time the offer is made.

The Prospectus, including any supplements thereto, may only be provided to potential investors together with all applicable supplements. Financial intermediaries must comply with all applicable legal and regulatory requirements when offering the Bonds.

The Issuer does not accept any responsibility or liability for any acts or commissions of financial intermediaries in connection with the offer of the Bonds.

2. Additional Information

2.1. Limitation of the consent to the validity of the Prospectus

The consent to the use of this Prospectus is granted only for offer periods which fall within the validity period of the Prospectus.

The consent expires automatically upon the expiry of the validity of the Prospectus and shall not extend beyond twelve (12) months from the date of approval of the Prospectus.

2.2. Information obligations of financial intermediaries

Any financial intermediary making an offer of the Bonds must inform investors of the Final Terms of the offer at the time the offer is made.

The Issuer accepts no responsibility or liability for the content of any such offer or for any acts or omissions of financial intermediaries.

VII. DOCUMENTS INCLUDED IN THE PROSPECTUS

This Prospectus includes the information contained in the following table (together with an indication of the document and the relevant pages of the document in which the information referred to is to be found). The Prospectus, including any supplements thereto, will be made available free of charge on the Issuer's website for a period of at least ten (10) years from the date of its approval in accordance with Article 21(7) of Regulation (EU) 2017/1129. Specifically, these are the following documents:

Documents	Reference on the following pages
Commercial register excerpt of SolarBond Germany GmbH	page 70 - 71
Opening balance sheet of SolarBond Germany GmbH, as of October 16, 2025	page 72
Audit report on the opening balance sheet as of October 16, 2025	page 73 - 77
Audited interim financial statements of SolarBond Germany GmbH as of December 31, 2025, together with the auditor's report dated January 28, 2026	page 78 - 89
Auditor's report on the cash flow statement as of December 31, 2025, dated January 28, 2026	page 90- 95
Audited interim financial statements of SolarBond Germany GmbH as of January 15, 2026, together with the auditor's report dated January 28, 2026	page 96 - 107
Auditor's report on the cash flow statement as of January 15, 2026, dated January 28, 2026	page 108 - 113

Information not expressly set forth in the above table is not included or incorporated by reference in this Prospectus and does not form an integral part of this Prospectus. Such unquoted information is provided for informational purposes only.

signed Hardy Chandra Pönisch and Heribert Laaber

Managing Directors of SolarBond Germany GmbH

1. Commercial register excerpt of SolarBond Germany GmbH

Knechtel & Piskernik & Kahler

ÖFFENTLICHE NOTARE

Stichtag 17.10.2025 Auszug mit aktuellen Daten FN 664289 x

Grundlage dieses Auszuges ist das Hauptbuch ergänzt um Daten aus der Urkundensammlung.

Letzte Eintragung am 16.10.2025 mit der Eintragsnummer 1
zuständiges Gericht Handelsgericht Wien

1	FIRMA		
	SolarBond Germany GmbH		
1	RECHTSFORM		
	Gesellschaft mit beschränkter Haftung		
1	SITZ in		
	politischer Gemeinde Wien		
1	GESCHÄFTSANSCHRIFT		
	Fleischmarkt 1/6/12		
	1010 Wien		
1	GESCHÄFTSZWEIG		
	Emission von Inhaber-Schuldverschreibungen		
1	KAPITAL		
	EUR 25.000		
1	STICHTAG für JAHRESABSCHLUSS		
	31. Dezember		
1	Erklärung über die Errichtung der Gesellschaft vom 22.09.2025		001
	GESCHÄFTSFÜHRER/IN (handelsrechtlich)		
1	A Chandra Hardy Pönisch, geb. 07.11.1964		
	vertritt seit 16.10.2025 selbständig		
1	B Heribert Laaber, geb. 30.01.1957		
	vertritt seit 16.10.2025 selbständig		
	GESELLSCHAFTER/IN STAMMEINLAGE HIERAUF GELEISTET		
1	A Chandra Hardy Pönisch, geb. 07.11.1964		
	 EUR 25.000		
1	 EUR 25.000		
	Summen:	EUR 25.000	EUR 25.000

--- PERSONEN -----

1	A	Chandra Hardy Pönisch, geb. 07.11.1964
1		Windmühlenweg 24
		DEU-04159 Leipzig
1	B	Heribert Laaber, geb. 30.01.1957
1		Faistauergasse 23

Öffentliche Notare
Knechtel & Piskernik & Kahler Partnerschaft
FN 409367k, Handelsgericht Wien, UID: ATUG8562815
Sitz der Notar-Partnerschaft: Wien

Naglergasse 9
1010 Wien

T +43.(0)1/5330847
F +43.(0)1/5355523

office@notariat-naglergasse.at
www.notariat-naglergasse.at



----- VOLLZUGSÜBERSICHT -----

Handelsgericht Wien

1 eingetragen am 16.10.2025 Geschäftsfall 75 Fr 58427/25 s
Antrag auf Neueintragung einer Firma eingelangt am 09.10.2025

----- INFORMATION DER ÖSTERREICHISCHEN NATIONALBANK -----

zum 17.10.2025 keine gültige Identnummer vorhanden

----- BUSINESS REGISTER INTERCONNECTION SYSTEM IDENTIFIKATION -----

zum 17.10.2025 gültige EUID: ATBRA.664289-000
erstellt über Verrechnungsstelle ÖGIZIN ***** HA021
***** 17.10.2025 11:19:10.723 49175650 ** ZEILEN: 41




Mag. Franz-Georg Piskernik
Notar als Gerichtskommissär

2. Opening balance sheet of SolarBond Germany GmbH as of October 16, 2025

SolarBond Germany GmbH
Fleischmarkt 1/6/12
1010 Wien

ERÖFFNUNGSBILANZ zum 16.10.2025

AKTIVA		PASSIVA	
A.	UMLAUFVERMÖGEN	A. EIGENKAPITAL	EUR
	Guthaben bei Kreditinstituten	Nennkapital	
		eingefordertes Stammkapital	€ 25.000,00
			€ 25.000,00
B.	RECHNUNGSABGRENZUNGSPOSTEN	B. RÜCKSTELLUNGEN	
		sonstige Rückstellungen	€ 5.000,00
			€ 5.000,00
AKTIVA		PASSIVA	€ 30.000,00

3. Audit report on the opening balance sheet as of October 16, 2025

Danubia



URKUNDENEXEMPLAR

Prüfung der Eröffnungsbilanz
zum 16. Oktober 2025

SolarBond Germany GmbH
Wien

Bestätigungsvermerk**Bericht zur Eröffnungsbilanz****Prüfungsurteil**

Wir haben die Eröffnungsbilanz der SolarBond Germany GmbH, Wien, zum 16. Oktober 2025 geprüft.

Nach unserer Beurteilung entspricht die Eröffnungsbilanz den gesetzlichen Vorschriften sowie den Bestimmungen der Gründungsurkunde (Gesellschaftsvertrag) und vermittelt ein möglichst getreues Bild der Vermögenslage zum 16. Oktober 2025 in Übereinstimmung mit den österreichischen unternehmensrechtlichen Vorschriften sowie den Bestimmungen der Gründungsurkunde (Gesellschaftsvertrag).

Grundlage für das Prüfungsurteil

Wir haben unsere Prüfung der Eröffnungsbilanz in Übereinstimmung mit den österreichischen Grundsätzen ordnungsmäßiger Abschlussprüfung durchgeführt. Diese Grundsätze erfordern die Anwendung der International Standards on Auditing (ISA). Wir sind von der Gesellschaft unabhängig in Übereinstimmung mit den österreichischen unternehmensrechtlichen und berufsrechtlichen Vorschriften und wir haben unsere sonstigen beruflichen Pflichten in Übereinstimmung mit diesen Anforderungen erfüllt. Wir sind der Auffassung, dass die von uns bis zum Datum des Bestätigungsvermerks erlangten Prüfungsnachweise ausreichend und geeignet sind, um als Grundlage für unser Prüfungsurteil zu diesem Datum zu dienen.

Verantwortlichkeiten der gesetzlichen Vertreter für die Eröffnungsbilanz

Die gesetzlichen Vertreter sind verantwortlich für die Aufstellung der Eröffnungsbilanz und dafür, dass diese in Übereinstimmung mit den österreichischen unternehmensrechtlichen Vorschriften und den Bestimmungen der Gründungsurkunde (Gesellschaftsvertrag) ein möglichst getreues Bild der Vermögenslage der Gesellschaft vermittelt.

Verantwortlichkeiten des Wirtschaftsprüfers für die Prüfung der Eröffnungsbilanz

Unsere Ziele sind, hinreichende Sicherheit darüber zu erlangen, ob die Eröffnungsbilanz als Ganzes frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen

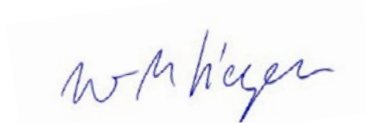
oder Irrtümern ist, und einen Bestätigungsvermerk zu erteilen, der unser Prüfungsurteil beinhaltet. Hinreichende Sicherheit ist ein hohes Maß an Sicherheit, aber keine Garantie dafür, dass eine in Übereinstimmung mit den österreichischen Grundsätzen ordnungsmäßiger Abschlussprüfung, die die Anwendung der ISA erfordern, durchgeführte Prüfung der Eröffnungsbilanz eine wesentliche falsche Darstellung, falls eine solche vorliegt, stets aufdeckt. Falsche Darstellungen können aus dolosen Handlungen oder Irrtümern resultieren und werden als wesentlich angesehen, wenn von ihnen einzeln oder insgesamt vernünftigerweise erwartet werden könnte, dass sie die auf der Grundlage dieser Eröffnungsbilanz getroffenen wirtschaftlichen Entscheidungen von Nutzern beeinflussen.

Als Teil einer Prüfung der Eröffnungsbilanz in Übereinstimmung mit den österreichischen Grundsätzen ordnungsmäßiger Abschlussprüfung, die die Anwendung der ISA erfordern, üben wir während der gesamten Prüfung pflichtgemäßes Ermessen aus und bewahren eine kritische Grundhaltung.

Ternitz,

14. November 2025

Danubia Steuerberatung- und Wirtschaftsprüfungs GmbH



Mag. Werner Wolf-Rieger
Wirtschaftsprüfer

Die Veröffentlichung oder Weitergabe der Eröffnungsbilanz mit unserem Bestätigungsvermerk darf nur in der von uns bestätigten Fassung erfolgen. Dieser Bestätigungsvermerk bezieht sich ausschließlich auf den deutschsprachigen Bericht. Für abweichende Fassungen sind die Vorschriften § 281 Abs 2 UGB zu beachten.

Eröffnungsbilanz
zum
16. Oktober 2025
SolarBond Germany GmbH,
Wien

ERÖFFNUNGSBILANZ zum 16.10.2025

AKTIVA		PASSIVA	
A.	UMLAUFVERMÖGEN	A. EIGENKAPITAL	EUR
	Guthaben bei Kreditinstituten	Nennkapital	
		eingefordertes Stammkapital	€ 25.000,00
			€ 25.000,00
B.	RECHNUNGSABGRENZUNGSPOSTEN	B. RÜCKSTELLUNGEN	
		sonstige Rückstellungen	€ 5.000,00
			€ 5.000,00
AKTIVA		PASSIVA	€ 30.000,00

4. Audited interim financial statements of SolarBond Germany GmbH as of December 31, 2025, together with the auditor's report dated January 28, 2026

Danubia



URKUNDENEXEMPLAR

Prüfung des Abschlusses
zum 31. Dezember 2025

SolarBond Germany GmbH, Wien

Bestätigungsvermerk**Prüfungsurteil**

Wir haben den Abschluss der SolarBond Germany GmbH, Wien, bestehend aus der Bilanz zum 31. Dezember 2025, der Gewinn- und Verlustrechnung für die Periode vom 16. Oktober 2025 (Gründungsdatum) bis 31. Dezember 2025 (Abschlussdatum) und dem Anhang, geprüft.

Nach unserer Beurteilung entspricht der beigefügte Abschluss den gesetzlichen Vorschriften und vermittelt ein möglichst getreues Bild der Vermögens- und Finanzlage zum 31. Dezember 2025 sowie der Ertragslage der Gesellschaft für die Periode vom 16. Oktober bis 31. Dezember 2025 in Übereinstimmung mit den österreichischen unternehmensrechtlichen Vorschriften.

Grundlage für das Prüfungsurteil

Wir haben unsere Prüfung in Übereinstimmung mit den österreichischen Grundsätzen ordnungsmäßiger Abschlussprüfung durchgeführt. Diese Grundsätze erfordern die Anwendung der International Standards on Auditing (ISA). Unsere Verantwortlichkeiten nach diesen Vorschriften und Standards sind im Abschnitt „Verantwortlichkeiten des Abschlussprüfers für die Prüfung des Abschlusses“ unseres Bestätigungsvermerks weitergehend beschrieben. Wir sind von der Gesellschaft unabhängig in Übereinstimmung mit den österreichischen unternehmensrechtlichen und berufsrechtlichen Vorschriften und wir haben unsere sonstigen beruflichen Pflichten in Übereinstimmung mit diesen Anforderungen erfüllt. Wir sind der Auffassung, dass die von uns bis zum Datum des Bestätigungsvermerks erlangten Prüfungsnachweise ausreichend und geeignet sind, um als Grundlage für unser Prüfungsurteil zu diesem Datum zu dienen.

Für die Durchführung dieses Auftrages und unsere Verantwortung, auch gegenüber Dritten, gelten durch Unterfertigung des Prüfungsvertrages die in der Anlage zum Prüfungsbericht beigefügten und von der Kammer der Steuerberater und Wirtschaftsprüfer herausgegebenen Allgemeinen Auftragsbedingungen für Wirtschaftstreuhandberufe als vereinbart. Unsere Haftung gilt demnach für leichte Fahrlässigkeit als ausgeschlossen. Unter Bezugnahme auf § 275 Abs 2 UGB wurde für grobe Fahrlässigkeit eine Haftungshöchstgrenze von EUR 2 Mio gegenüber der Gesellschaft und auch gegenüber Dritten vereinbart.

Hinweis auf einen sonstigen Sachverhalt

Nach österreichischen unternehmensrechtlichen Vorschriften wird bei Kleinstkapitalgesellschaften davon ausgegangen, dass der Abschluss ohne weitere Angaben und Erläuterungen ein möglichst getreues Bild der Vermögens-, Finanz- und Ertragslage vermittelt.

Verantwortlichkeiten der gesetzlichen Vertreter für den Abschluss

Die gesetzlichen Vertreter sind verantwortlich für die Aufstellung des Abschlusses und dafür, dass dieser in Übereinstimmung mit den österreichischen unternehmensrechtlichen Vorschriften ein möglichst getreues Bild der Vermögens-, Finanz- und Ertragslage der Gesellschaft vermittelt. Ferner sind die gesetzlichen Vertreter verantwortlich für die internen Kontrollen, die sie als notwendig erachten, um die Aufstellung eines Abschlusses zu ermöglichen, der frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen oder Irrtümern ist.

Bei der Aufstellung des Abschlusses sind die gesetzlichen Vertreter dafür verantwortlich, die Fähigkeit der Gesellschaft zur Fortführung der Unternehmenstätigkeit zu beurteilen, Sachverhalte im Zusammenhang mit der Fortführung der Unternehmenstätigkeit – sofern einschlägig – anzugeben, sowie dafür, den Rechnungslegungsgrundsatz der Fortführung der Unternehmenstätigkeit anzuwenden, es sei denn, die gesetzlichen Vertreter beabsichtigen, entweder die Gesellschaft zu liquidieren oder die Unternehmenstätigkeit einzustellen, oder haben keine realistische Alternative dazu.

Verantwortlichkeiten des Abschlussprüfers für die Prüfung des Abschlusses

Unsere Ziele sind, hinreichende Sicherheit darüber zu erlangen, ob der Abschluss als Ganzes frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen oder Irrtümern ist, und einen Bestätigungsvermerk zu erteilen, der unser Prüfungsurteil beinhaltet. Hinreichende Sicherheit ist ein hohes Maß an Sicherheit, aber keine Garantie dafür, dass eine in Übereinstimmung mit den österreichischen Grundsätzen ordnungsmäßiger Abschlussprüfung, die die Anwendung der ISA erfordern, durchgeführte Abschlussprüfung eine wesentliche falsche Darstellung, falls eine solche vorliegt, stets aufdeckt. Falsche Darstellungen können aus dolosen Handlungen oder Irrtümern resultieren und werden als wesentlich angesehen, wenn von ihnen einzeln oder insgesamt vernünftigerweise erwartet werden könnte, dass sie die auf der Grundlage dieses Abschlusses getroffenen wirtschaftlichen Entscheidungen von Nutzern beeinflussen.

Als Teil einer Abschlussprüfung in Übereinstimmung mit den österreichischen Grundsätzen ordnungsmäßiger Abschlussprüfung, die die Anwendung der ISA erfordern, üben wir während der gesamten Prüfung pflichtgemäßes Ermessen aus und bewahren eine kritische Grundhaltung.

Darüber hinaus gilt:

- Wir identifizieren und beurteilen die Risiken wesentlicher falscher Darstellungen aufgrund von dolosen Handlungen oder Irrtümern im Abschluss, planen Prüfungshandlungen als Reaktion auf diese Risiken, führen sie durch und erlangen Prüfungsnachweise, die ausreichend und geeignet sind, um als Grundlage für unser Prüfungsurteil zu dienen. Das Risiko, dass aus dolosen Handlungen resultierende wesentliche falsche Darstellungen nicht aufgedeckt werden, ist höher als ein aus Irrtümern resultierendes, da dolose Handlungen kollusives Zusammenwirken, Fälschungen, beabsichtigte Unvollständigkeiten, irreführende Darstellungen oder das Außerkraftsetzen interner Kontrollen beinhalten können.
- Wir gewinnen ein Verständnis von dem für die Prüfung relevanten internen Kontrollsystem, um Prüfungshandlungen zu planen, die unter den gegebenen Umständen angemessen sind, jedoch nicht mit dem Ziel, ein Prüfungsurteil zur Wirksamkeit des internen Kontrollsystems der Gesellschaft abzugeben.
- Wir beurteilen die Angemessenheit der von den gesetzlichen Vertretern angewandten Rechnungslegungsmethoden sowie die Vertretbarkeit der von den gesetzlichen Vertretern dargestellten geschätzten Werte in der Rechnungslegung und damit zusammenhängende Angaben.

- Wir ziehen Schlussfolgerungen über die Angemessenheit der Anwendung des Rechnungslegungsgrundsatzes der Fortführung der Unternehmenstätigkeit durch die gesetzlichen Vertreter sowie, auf der Grundlage der erlangten Prüfungsnachweise, ob eine wesentliche Unsicherheit im Zusammenhang mit Ereignissen oder Gegebenheiten besteht, die erhebliche Zweifel an der Fähigkeit der Gesellschaft zur Fortführung der Unternehmenstätigkeit aufwerfen können. Falls wir die Schlussfolgerung ziehen, dass eine wesentliche Unsicherheit besteht, sind wir verpflichtet, in unserem Bestätigungsvermerk auf die dazugehörigen Angaben im Abschluss aufmerksam zu machen oder, falls diese Angaben unangemessen sind, unser Prüfungsurteil zu modifizieren. Wir ziehen unsere Schlussfolgerungen auf der Grundlage der bis zum Datum unseres Bestätigungsvermerks erlangten Prüfungsnachweise. Zukünftige Ereignisse oder Gegebenheiten können jedoch die Abkehr der Gesellschaft von der Fortführung der Unternehmenstätigkeit zur Folge haben.
- Wir beurteilen die Gesamtdarstellung, den Aufbau und den Inhalt des Abschlusses einschließlich der Angaben sowie ob der Abschluss die zugrunde liegenden Geschäftsvorfälle und Ereignisse in einer Weise wiedergibt, dass ein möglichst getreues Bild erreicht wird.

Wien

28. Jänner 2026

DANUBIA STEUERBERATUNG- UND WIRTSCHAFTSPRÜFUNGS GMBH

Mag. Werner Wolf-Rieger

Wirtschaftsprüfer

Die Veröffentlichung oder Weitergabe des Jahresabschlusses mit unserem Bestätigungsvermerk darf nur in der von uns bestätigten Fassung erfolgen. Dieser Bestätigungsvermerk bezieht sich ausschließlich auf den deutschsprachigen und vollständigen Jahresabschluss. Für abweichende Fassungen sind die Vorschriften des § 281 Abs 2 UGB zu beachten.

Abschluss

Bilanz zum 31. Dezember 2025[illegible]

SolarBond Germany GmbH

Gewinn- und Verlustrechnung für das Geschäftsjahr vom
16. Oktober 2025 bis 31. Dezember 2025

	16.10.2025 - 31.12.2025	
	EUR	EUR
1. Personalaufwand		
a) Gehälter	-12 146,91	
b) Aufwendungen für gesetzlich vorgeschriebene Sozialabgaben sowie vom Entgelt abhängige Abgaben und Pflichtbeiträge	-1 242,85	-13 389,76
2. Sonstige betriebliche Aufwendungen		
a) Steuern, soweit sie nicht unter Steuern vom Einkommen fallen	-9 199,00	
b) Übrige	-13 669,20	-22 868,20
3. Zwischensumme aus Z 1 bis 2 (Betriebsergebnis)		-36 257,96
4. Ergebnis vor Steuern		-36 257,96
5. Ergebnis nach Steuern		-36 257,96
6. Gewinnvortrag / Verlustvortrag		0,00
7. Bilanzverlust		-36 257,96

ANHANG

A. Bilanzierungs- und Bewertungsmethoden

Allgemeine Grundsätze

Der Jahresabschluss zum 31. Dezember 2025 wurde gemäß den Bestimmungen des Unternehmensgesetzbuches (UGB) in der geltenden Fassung erstellt. Die Grundsätze ordnungsmäßiger Buchführung sowie die Generalnorm, dass der Zwischenabschluss ein möglichst getreues Bild der Vermögens-, Finanz- und Ertragslage zu vermitteln hat, wurden beachtet.

Dabei wurden die in § 201 Abs. 2 UGB kodifizierten Grundsätze ordnungsmäßiger Buchführung (Bewertungsstetigkeit, Grundsatz der Unternehmensfortführung, stichtagsbezogene Bewertung und Einzelbewertung, Vorsichtsprinzip, Bilanzidentität) ebenso beachtet wie die Gliederungs- und Bewertungsvorschriften für die Bilanz und die Gewinn- und Verlustrechnung der §§ 195 bis 211 und 222 bis 235 UGB. Die Gewinn- und Verlustrechnung wird nach dem Gesamtkostenverfahren erstellt.

Bilanzierungs- und Bewertungsmethoden

Umlaufvermögen

Forderungen und sonstige Vermögensgegenstände

Die Forderungen und sonstigen Vermögensgegenstände wurden mit dem Nennwert angesetzt.

Rückstellungen

Sonstige Rückstellungen

In den sonstigen Rückstellungen wurden unter Beachtung des Vorsichtsprinzips alle im Zeitpunkt der Bilanzerstellung erkennbaren Risiken und der Höhe oder dem Grunde nach ungewisse Verbindlichkeiten mit den Beträgen berücksichtigt, die nach vernünftiger kaufmännischer Beurteilung erforderlich sind.

Verbindlichkeiten

Verbindlichkeiten sind mit dem Rückzahlungsbetrag unter Bedachtnahme auf den Grundsatz der Vorsicht ermittelt.

B. Erläuterungen zu einzelnen Posten von Bilanz und GuV

Forderungen und sonstige Vermögensgegenstände

Die nachfolgende Darstellung zeigt die Restlaufzeiten der in der Bilanz ausgewiesenen Forderungen:

	Gesamtbetrag EUR	davon Restlaufzeit bis 1 Jahr EUR	davon Restlaufzeit über 5 Jahre EUR
Forderungen und sonstige Vermögensgegenstände	50.153,00	50.153,00	0,00
Summe Forderungen	50.153,00	50.153,00	0,00

Eigenkapital

Das Stammkapital iHv EUR 25.000,00 wurde zur Gänze in bar einbezahlt.

Verbindlichkeiten

Zur Fristigkeit der in der Bilanz ausgewiesenen Verbindlichkeiten werden folgende Erläuterungen gegeben:

	Gesamtbetrag EUR	davon Restlaufzeit bis 1 Jahr EUR
sonstige Verbindlichkeiten	6.378,67	6.378,67
<i>davon aus Steuern</i>	239,65	239,65
<i>davon im Rahmen der sozialen Sicherheit</i>	3.139,02	3.139,02
Summe Verbindlichkeiten	6.378,67	6.378,67

C. Sonstige Pflichtangaben

Zahl der Arbeitnehmer

Die durchschnittliche Zahl der Arbeitnehmer gegliedert nach Arbeitern und Angestellten beträgt (§ 239 Abs. 1 Z 1 UGB):

Arbeiter	0
Angestellte	1
Gesamt	1

Angaben zu den Mitgliedern der Geschäftsführung

Geschäftsführung:	Name	seit
	Chandra Hardy Pönisch	16.10.2025
	Heribert Laaber	16.10.2025

5. Auditor's report on the Cash Flow Statement as of December 31, 2025, dated January 28, 2026



**Danubia Steuerberatungs- und
Wirtschaftsprüfungs GmbH**

Josef Huber Strasse 6 • Top 5
2620 Ternitz/Neunkirchen • Austria

Telefon: ++43 (0)2635 218 00
office@danubia.at • www.danubia.at

An die Mitglieder
der Geschäftsführung der
SolarBond Germany GmbH
Wien

**Vermerk des unabhängigen Abschlussprüfers
zur Prüfung der Geldflussrechnung**

Prüfungsurteil

Wir haben die Geldflussrechnung der

SolarBond Germany GmbH,
Wien,

für die Periode vom 16. Oktober 2025 (Gründungsdatum) bis zum 31. Dezember 2025 (Abschlussdatum) geprüft. Die Geldflussrechnung ergänzt den nach unternehmensrechtlichen Grundsätzen aufgestellten Jahresabschluss der SolarBond Germany GmbH, Wien, für die zum 31. Dezember 2025 endende Periode.

Nach unserer Beurteilung wurde die Geldflussrechnung für die Periode vom 16. Oktober 2025 (Gründungsdatum) bis zum 31. Dezember 2025 (Abschlussdatum) in allen wesentlichen Belangen in Übereinstimmung mit den österreichischen unternehmensrechtlichen Vorschriften und den diesbezüglichen fachlichen Empfehlungen aufgestellt.

Grundlage für das Prüfungsurteil

Wir haben unsere Abschlussprüfung in Übereinstimmung mit den österreichischen Grundsätzen ordnungsmäßiger Abschlussprüfung durchgeführt. Diese Grundsätze erfordern die Anwendung der International Standards on Auditing (ISA). Unsere Verantwortlichkeiten nach diesen Vorschriften und Standards sind im Abschnitt "Verantwortlichkeiten des Abschlussprüfers" unseres Vermerks weitergehend beschrieben. Wir sind von der Gesellschaft unabhängig in Übereinstimmung mit den österreichischen unternehmens- und berufsrechtlichen Vorschriften, und wir haben unsere sonstigen beruflichen Pflichten in Übereinstimmung mit diesen Anforderungen erfüllt. Wir sind der Auffassung, dass die von uns bis zum Datum des Vermerks des unabhängigen Prüfers erlangten Prüfungsnachweise ausreichend und geeignet sind, um als Grundlage für unser Prüfungsurteil zu diesem Datum zu dienen.

Unsere Verantwortlichkeit und Haftung ist analog zu § 275 Abs 2 UGB (Haftungsregelungen bei der Abschlussprüfung einer kleinen oder mittelgroßen Gesellschaft) gegenüber der Gesellschaft und auch gegenüber Dritten mit insgesamt 2 Millionen Euro begrenzt.

Hervorhebung eines Sachverhalts

Wir weisen wir darauf hin, dass die Prüfung des Jahresabschlusses, der der Geldflussrechnung zugrunde liegt, nicht Gegenstand dieser Abschlussprüfung ist, und verweisen dazu auf den von uns gesondert erstatteten Bestätigungsvermerk.

Verantwortung der gesetzlichen Vertreter für die Geldflussrechnung

Die gesetzlichen Vertreter der Gesellschaft sind verantwortlich für die Aufstellung der Geldflussrechnung und dafür, dass diese in Übereinstimmung mit den österreichischen unternehmensrechtlichen Vorschriften aufgestellt wurde. Ebenso sind sie verantwortlich, die Aufstellung einer Geldflussrechnung zu ermöglichen, die frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen oder Irrtümern ist. Ferner sind die gesetzlichen Vertreter verantwortlich für die internen Kontrollen, die sie als notwendig erachten, um die Aufstellung eines Jahresabschlusses zu ermöglichen, der frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen oder Irrtümern ist.

Bei der Aufstellung der Geldflussrechnung zugrunde liegenden Jahresabschlusses sind die gesetzlichen Vertreter dafür verantwortlich, die Fähigkeit der Gesellschaft zur Fortführung der Unternehmenstätigkeit zu beurteilen, Sachverhalte im Zusammenhang mit der Fortführung der Unternehmenstätigkeit – sofern einschlägig – anzugeben, sowie dafür, den Rechnungslegungsgrundsatz der Fortführung der Unternehmenstätigkeit anzuwenden, es sei denn, die gesetzlichen Vertreter beabsichtigen, entweder die Gesellschaft zu liquidieren oder die Unternehmenstätigkeit einzustellen oder haben keine realistische Alternative dazu.

Verantwortlichkeiten des Abschlussprüfers für die Prüfung der Geldflussrechnung

Unsere Ziele sind, hinreichende Sicherheit darüber zu erlangen, ob die Geldflussrechnung als Ganzes frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen oder Irrtümern ist und einen Vermerk zu erteilen, der unser Prüfungsurteil beinhaltet. Hinreichende Sicherheit ist ein hohes Maß an Sicherheit, aber keine Garantie dafür, dass eine in Übereinstimmung und mit den österreichischen Grundsätzen ordnungsgemäßer Abschlussprüfung, die die Anwendung der ISA erfordern, durchgeführte Prüfung eine wesentliche falsche Darstellung, falls eine solche vorliegt, stets aufdeckt. Falsche Darstellungen können aus dolosen Handlungen oder Irrtümern resultieren und werden als wesentlich angesehen, wenn von ihnen einzeln oder insgesamt vernünftigerweise erwartet werden könnte, dass sie die auf der Grundlage dieser Geldflussrechnung getroffenen wirtschaftlichen Entscheidungen von Nutzern beeinflussen.

Als Teil einer Abschlussprüfung in Übereinstimmung mit den österreichischen Grundsätzen ordnungsgemäßer Abschlussprüfung, die die Anwendung der ISA erfordern, üben wir während der gesamten Abschlussprüfung pflichtgemäßes Ermessen aus und bewahren eine kritische Grundhaltung.

Darüber hinaus gilt:

- Wir identifizieren und beurteilen die Risiken wesentlicher falscher Darstellungen aufgrund von dolosen Handlungen oder Irrtümern in der Geldflussrechnung, planen Prüfungshandlungen als Reaktion auf diese Risiken, führen sie durch und erlangen Prüfungsnachweise, die ausreichend und geeignet sind, um als Grundlage für unser Prüfungsurteil zu dienen. Das Risiko, dass aus dolosen Handlungen resultierende wesentliche falsche Darstellungen nicht aufgedeckt werden, ist höher als ein aus Irrtümern resultierendes, da dolose Handlungen kollusives Zusammenwirken, Fälschungen, beabsichtigte Unvollständigkeiten, irreführende Darstellungen oder das Außerkraftsetzen interner Kontrollen beinhalten können.
- Wir gewinnen ein Verständnis von dem für die Abschlussprüfung relevanten internen Kontrollsystem, um Prüfungshandlungen zu planen, die unter den gegebenen Umständen angemessen sind, jedoch nicht mit dem Ziel, ein Prüfungsurteil zur Wirksamkeit des internen Kontrollsystems der Gesellschaft abzugeben.
- Wir beurteilen die Angemessenheit der von den gesetzlichen Vertretern angewandten Rechnungslegungsmethoden sowie die Vertretbarkeit der von den gesetzlichen Vertretern dargestellten geschätzten Werte in der Rechnungslegung und damit zusammenhängende Angaben.
- Wir ziehen Schlussfolgerungen über die Angemessenheit der Anwendung des Rechnungslegungsgrundsatzes der Fortführung der Unternehmenstätigkeit durch die gesetzlichen Vertreter sowie, auf der Grundlage der erlangten Prüfungsnachweise, ob eine wesentliche Unsicherheit im Zusammenhang mit Ereignissen oder Gegebenheiten besteht, die erhebliche Zweifel an der Fähigkeit der Gesellschaft zur Fortführung der Unternehmenstätigkeit aufwerfen kann. Falls wir die Schlussfolgerung ziehen, dass eine wesentliche Unsicherheit besteht, sind wir verpflichtet, in unserem Bestätigungsvermerk auf die dazugehörigen Angaben im Jahresabschluss aufmerksam zu machen oder, falls diese Angaben unangemessen sind, unser Prüfungsurteil zu modifizieren. Wir ziehen unsere Schlussfolgerungen auf der Grundlage der bis zum Datum unseres Bestätigungsvermerks erlangten Prüfungsnachweise. Zukünftige Ereignisse oder Gegebenheiten können jedoch die Abkehr der Gesellschaft von der Fortführung der Unternehmenstätigkeit zur Folge haben.

Auftragsverantwortlicher Wirtschaftsprüfer

Der für die Abschlussprüfung auftragsverantwortliche Wirtschaftsprüfer ist Herr
Mag. Werner Wolf-Rieger.

Ternitz

28. Jänner 2026

DANUBIA STEUERBERATUNG- UND WIRTSCHAFTSPRÜFUNGS GMBH

Mag. Werner Wolf-Rieger
Wirtschaftsprüfer

Die Veröffentlichung oder Weitergabe der Geldflussrechnung mit unserem Bestätigungsvermerk darf nur in der von uns bestätigten Fassung erfolgen. Dieser Bestätigungsvermerk bezieht sich ausschließlich auf die deutschsprachige und vollständige Geldflussrechnung. Für abweichende Fassungen sind die Vorschriften des § 281 Abs 2 UGB zu beachten

Beilagen

- Beilage I: Geldflussrechnung für die Periode vom 16. Oktober 2025 (Gründungsdatum) bis zum 31. Dezember 2025 (Abschlussdatum)

Beilage I

Geldflussrechnung

EUR

1. Ergebnis vor Steuern	- 36.257,96
2. Überleitung auf den Nettogeldfluss aus dem Ergebnis vor Steuern	
a) Abnahme/Zunahme der Forderungen aus Lieferungen und Leistungen sowie anderer Aktiva	-45.153,00
b) Zunahme/Abnahme der Rückstellungen ausgenommen für Ertragsteuern	1.000,00
c) Zunahme/Abnahme der Verbindlichkeiten aus Lieferungen und Leistungen sowie andere Passiva	6.378,67
3. Netto-Geldfluss aus dem Ergebnis vor Steuern	- 74.032,29
4. Zahlungen für Ertragsteuern	0,00
Netto-Geldfluss aus der laufenden Geschäftstätigkeit	- 74.032,29
6. Netto-Geldfluss aus der Investitionstätigkeit	0,00
7. Netto-Geldfluss aus der Finanzierungstätigkeit	
a) Einzahlung von Eigenkapital	50.000,00
Netto-Geldfluss aus der Finanzierungstätigkeit	50.000,00
8. zahlungswirksame Veränderung des Finanzmittelbestandes	-24.032,29
9. Finanzmittelbestand am Beginn der Periode	25.000,00
10. Finanzmittelbetand am Ende der Periode	967,71

6. Audited interim financial statements of SolarBond Germany GmbH as of January 15, 2026, together with the auditor's report dated January 28, 2026

Danubia



URKUNDENEXEMPLAR

Prüfung des Abschlusses
zum 15. Jänner 2026

SolarBond Germany GmbH, Wien

Bestätigungsvermerk

Prüfungsurteil

Wir haben den Abschluss der SolarBond Germany GmbH, Wien, bestehend aus der Bilanz zum 15. Jänner 2026, der Gewinn- und Verlustrechnung für die Periode vom 1. Jänner bis 15. Jänner 2026 (Abschlussdatum) und dem Anhang, geprüft.

Nach unserer Beurteilung entspricht der beigefügte Abschluss den gesetzlichen Vorschriften und vermittelt ein möglichst getreues Bild der Vermögens- und Finanzlage zum 15. Jänner 2026 sowie der Ertragslage der Gesellschaft für die Periode vom 1. Jänner bis 15. Jänner 2026 in Übereinstimmung mit den österreichischen unternehmensrechtlichen Vorschriften.

Grundlage für das Prüfungsurteil

Wir haben unsere Prüfung in Übereinstimmung mit den österreichischen Grundsätzen ordnungsmäßiger Abschlussprüfung durchgeführt. Diese Grundsätze erfordern die Anwendung der International Standards on Auditing (ISA). Unsere Verantwortlichkeiten nach diesen Vorschriften und Standards sind im Abschnitt „Verantwortlichkeiten des Abschlussprüfers für die Prüfung des Abschlusses“ unseres Bestätigungsvermerks weitergehend beschrieben. Wir sind von der Gesellschaft unabhängig in Übereinstimmung mit den österreichischen unternehmensrechtlichen und berufsrechtlichen Vorschriften und wir haben unsere sonstigen beruflichen Pflichten in Übereinstimmung mit diesen Anforderungen erfüllt. Wir sind der Auffassung, dass die von uns bis zum Datum des Bestätigungsvermerks erlangten Prüfungsnachweise ausreichend und geeignet sind, um als Grundlage für unser Prüfungsurteil zu diesem Datum zu dienen.

Für die Durchführung dieses Auftrages und unsere Verantwortung, auch gegenüber Dritten, gelten durch Unterfertigung des Prüfungsvertrages die in der Anlage zum Prüfungsbericht beigefügten und von der Kammer der Steuerberater und Wirtschaftsprüfer herausgegebenen Allgemeinen Auftragsbedingungen für Wirtschaftstreuhandberufe als vereinbart. Unsere Haftung gilt demnach für leichte Fahrlässigkeit als ausgeschlossen. Unter Bezugnahme auf § 275 Abs 2 UGB wurde für grobe Fahrlässigkeit eine Haftungshöchstgrenze von EUR 2 Mio gegenüber der Gesellschaft und auch gegenüber Dritten vereinbart.

Hinweis auf einen sonstigen Sachverhalt

Nach österreichischen unternehmensrechtlichen Vorschriften wird bei Kleinstkapitalgesellschaften davon ausgegangen, dass der Abschluss ohne weitere Angaben und Erläuterungen ein möglichst getreues Bild der Vermögens-, Finanz- und Ertragslage vermittelt.

Verantwortlichkeiten der gesetzlichen Vertreter für den Abschluss

Die gesetzlichen Vertreter sind verantwortlich für die Aufstellung des Abschlusses und dafür, dass dieser in Übereinstimmung mit den österreichischen unternehmensrechtlichen Vorschriften ein möglichst getreues Bild der Vermögens-, Finanz- und Ertragslage der Gesellschaft vermittelt. Ferner sind die gesetzlichen Vertreter verantwortlich für die internen Kontrollen, die sie als notwendig erachten, um die Aufstellung eines Abschlusses zu ermöglichen, der frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen oder Irrtümern ist.

Bei der Aufstellung des Abschlusses sind die gesetzlichen Vertreter dafür verantwortlich, die Fähigkeit der Gesellschaft zur Fortführung der Unternehmenstätigkeit zu beurteilen, Sachverhalte im Zusammenhang mit der Fortführung der Unternehmenstätigkeit – sofern einschlägig – anzugeben, sowie dafür, den Rechnungslegungsgrundsatz der Fortführung der Unternehmenstätigkeit anzuwenden, es sei denn, die gesetzlichen Vertreter beabsichtigen, entweder die Gesellschaft zu liquidieren oder die Unternehmenstätigkeit einzustellen, oder haben keine realistische Alternative dazu.

Verantwortlichkeiten des Abschlussprüfers für die Prüfung des Abschlusses

Unsere Ziele sind, hinreichende Sicherheit darüber zu erlangen, ob der Abschluss als Ganzes frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen oder Irrtümern ist, und einen Bestätigungsvermerk zu erteilen, der unser Prüfungsurteil beinhaltet. Hinreichende Sicherheit ist ein hohes Maß an Sicherheit, aber keine Garantie dafür, dass eine in Übereinstimmung mit den österreichischen Grundsätzen ordnungsmäßiger Abschlussprüfung, die die Anwendung der ISA erfordern, durchgeführte Abschlussprüfung eine wesentliche falsche Darstellung, falls eine solche vorliegt, stets aufdeckt. Falsche Darstellungen können aus dolosen Handlungen oder Irrtümern resultieren und werden als wesentlich angesehen, wenn von ihnen einzeln oder insgesamt vernünftigerweise erwartet werden könnte, dass sie die auf der Grundlage dieses Abschlusses getroffenen wirtschaftlichen Entscheidungen von Nutzern beeinflussen.

Als Teil einer Abschlussprüfung in Übereinstimmung mit den österreichischen Grundsätzen ordnungsmäßiger Abschlussprüfung, die die Anwendung der ISA erfordern, üben wir während der gesamten Prüfung pflichtgemäßes Ermessen aus und bewahren eine kritische Grundhaltung.

Darüber hinaus gilt:

- Wir identifizieren und beurteilen die Risiken wesentlicher falscher Darstellungen aufgrund von dolosen Handlungen oder Irrtümern im Abschluss, planen Prüfungshandlungen als Reaktion auf diese Risiken, führen sie durch und erlangen Prüfungsnachweise, die ausreichend und geeignet sind, um als Grundlage für unser Prüfungsurteil zu dienen. Das Risiko, dass aus dolosen Handlungen resultierende wesentliche falsche Darstellungen nicht aufgedeckt werden, ist höher als ein aus Irrtümern resultierendes, da dolose Handlungen kollusives Zusammenwirken, Fälschungen, beabsichtigte Unvollständigkeiten, irreführende Darstellungen oder das Außerkraftsetzen interner Kontrollen beinhalten können.
- Wir gewinnen ein Verständnis von dem für die Prüfung relevanten internen Kontrollsystem, um Prüfungshandlungen zu planen, die unter den gegebenen Umständen angemessen sind, jedoch nicht mit dem Ziel, ein Prüfungsurteil zur Wirksamkeit des internen Kontrollsystems der Gesellschaft abzugeben.
- Wir beurteilen die Angemessenheit der von den gesetzlichen Vertretern angewandten Rechnungslegungsmethoden sowie die Vertretbarkeit der von den gesetzlichen Vertretern dargestellten geschätzten Werte in der Rechnungslegung und damit zusammenhängende Angaben.

- Wir ziehen Schlussfolgerungen über die Angemessenheit der Anwendung des Rechnungslegungsgrundsatzes der Fortführung der Unternehmenstätigkeit durch die gesetzlichen Vertreter sowie, auf der Grundlage der erlangten Prüfungsnachweise, ob eine wesentliche Unsicherheit im Zusammenhang mit Ereignissen oder Gegebenheiten besteht, die erhebliche Zweifel an der Fähigkeit der Gesellschaft zur Fortführung der Unternehmenstätigkeit aufwerfen können. Falls wir die Schlussfolgerung ziehen, dass eine wesentliche Unsicherheit besteht, sind wir verpflichtet, in unserem Bestätigungsvermerk auf die dazugehörigen Angaben im Abschluss aufmerksam zu machen oder, falls diese Angaben unangemessen sind, unser Prüfungsurteil zu modifizieren. Wir ziehen unsere Schlussfolgerungen auf der Grundlage der bis zum Datum unseres Bestätigungsvermerks erlangten Prüfungsnachweise. Zukünftige Ereignisse oder Gegebenheiten können jedoch die Abkehr der Gesellschaft von der Fortführung der Unternehmenstätigkeit zur Folge haben.
- Wir beurteilen die Gesamtdarstellung, den Aufbau und den Inhalt des Abschlusses einschließlich der Angaben sowie ob der Abschluss die zugrunde liegenden Geschäftsvorfälle und Ereignisse in einer Weise wiedergibt, dass ein möglichst getreues Bild erreicht wird.

Ternitz

28. Jänner 2026

DANUBIA STEUERBERATUNG- UND WIRTSCHAFTSPRÜFUNGS GMBH

Mag. Werner Wolf-Rieger

Wirtschaftsprüfer

Die Veröffentlichung oder Weitergabe des Jahresabschlusses mit unserem Bestätigungsvermerk darf nur in der von uns bestätigten Fassung erfolgen. Dieser Bestätigungsvermerk bezieht sich ausschließlich auf den deutschsprachigen und vollständigen Jahresabschluss. Für abweichende Fassungen sind die Vorschriften des § 281 Abs 2 UGB zu beachten.

Abschluss

Zwischenabschluss zum 15. Jänner 2026

A k t i v a	15.01.2026		31.12.2025		P a s s i v a	
	EUR	TEUR	EUR	TEUR	EUR	TEUR
A. Umlaufvermögen						
I. Forderungen und sonstige Vermögensgegenstände						
Sonstige Forderungen und Vermögensgegenstände	50 153,00	50	50 153,00	50	25 000,00	25
II. Kassenbestand, Schecks, Guthaben bei Kreditinstituten	967,71	1	967,71	1		
					50 000,00	50
	51 120,71	51	51 120,71	51	-48 169,13	-36
					-36 257,96	
					26 830,87	39
B. Rückstellungen						
1. Steuerrückstellungen	95,83		95,83			
2. Sonstige Rückstellungen	15 000,00		15 000,00		15 095,83	6
C. Verbindlichkeiten						
Sonstige Verbindlichkeiten	9 194,01		9 194,01		9 194,01	6
davon aus Steuern	320,58		320,58			0
davon im Rahmen der sozialen Sicherheit	4 373,43		4 373,43			3

	51 120,71	51	51 120,71	51
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SolarBond Germany GmbH

Gewinn- und Verlustrechnung für den Zeitraum vom
1. Jänner bis 15. Jänner 2026

	1.1.2026 - 15.1.2026	16.10.-31.12.2025	
	EUR	EUR	TEUR
1. Personalaufwand			
a) Gehälter	-2 581,60		-12
b) Aufwendungen für gesetzlich vorgeschriebene Sozialabgaben sowie vom Entgelt abhängige Abgaben und Pflichtbeiträge	-233,74	-2 815,34	-1
2. Sonstige betriebliche Aufwendungen			
a) Steuern, soweit sie nicht unter Steuern vom Einkommen fallen	0,00		-9
b) Übrige	-9 000,00	-9 000,00	-14
3. Zwischensumme aus Z 1 bis 2 (Betriebsergebnis)		-11 815,34	-36
4. Ergebnis vor Steuern		-11 815,34	-36
5. Steuern vom Einkommen		-95,83	0
6. Ergebnis nach Steuern		-11 911,17	-36
7. Verlustvortrag		-36 257,96	0
8. Bilanzverlust		-48 169,13	-36

ANHANG

A. Bilanzierungs- und Bewertungsmethoden

Allgemeine Grundsätze

Der Zwischenabschluss zum 15. Jänner 2026 wurde gemäß den Bestimmungen des Unternehmensgesetzbuches (UGB) in der geltenden Fassung erstellt. Die Grundsätze ordnungsmäßiger Buchführung sowie die Generalnorm, dass der Zwischenabschluss ein möglichst getreues Bild der Vermögens-, Finanz- und Ertragslage zu vermitteln hat, wurden beachtet.

Dabei wurden die in § 201 Abs. 2 UGB kodifizierten Grundsätze ordnungsmäßiger Buchführung (Bewertungsstetigkeit, Grundsatz der Unternehmensfortführung, stichtagsbezogene Bewertung und Einzelbewertung, Vorsichtsprinzip, Bilanzidentität) ebenso beachtet wie die Gliederungs- und Bewertungsvorschriften für die Bilanz und die Gewinn- und Verlustrechnung der §§ 195 bis 211 und 222 bis 235 UGB. Die Gewinn- und Verlustrechnung wird nach dem Gesamtkostenverfahren erstellt.

Bilanzierungs- und Bewertungsmethoden

Umlaufvermögen

Forderungen und sonstige Vermögensgegenstände

Die Forderungen und sonstigen Vermögensgegenstände wurden mit dem Nennwert angesetzt.

Rückstellungen

Sonstige Rückstellungen

In den sonstigen Rückstellungen wurden unter Beachtung des Vorsichtsprinzips alle im Zeitpunkt der Bilanzerstellung erkennbaren Risiken und der Höhe oder dem Grunde nach ungewisse Verbindlichkeiten mit den Beträgen berücksichtigt, die nach vernünftiger kaufmännischer Beurteilung erforderlich sind.

Verbindlichkeiten

Verbindlichkeiten sind mit dem Rückzahlungsbetrag unter Bedachtnahme auf den Grundsatz der Vorsicht ermittelt.

B. Erläuterungen zu einzelnen Posten von Bilanz und GuV

Forderungen und sonstige Vermögensgegenstände

Die nachfolgende Darstellung zeigt die Restlaufzeiten der in der Bilanz ausgewiesenen Forderungen:

	Gesamtbetrag EUR	davon Restlaufzeit bis 1 Jahr EUR	davon Restlaufzeit über 5 Jahre EUR
Forderungen und sonstige Vermögensgegenstände	50.153,00	50.153,00	0,00
Summe Forderungen	50.153,00	50.153,00	0,00

Eigenkapital

Das Stammkapital iHv EUR 25.000,00 wurde zur Gänze in bar einbezahlt.

Verbindlichkeiten

Zur Fristigkeit der in der Bilanz ausgewiesenen Verbindlichkeiten werden folgende Erläuterungen gegeben:

	Gesamtbetrag EUR	davon Restlaufzeit bis 1 Jahr EUR
sonstige Verbindlichkeiten	9.194,01	9.194,01
<i>davon aus Steuern</i>	320,58	320,58
<i>davon im Rahmen der sozialen Sicherheit</i>	4.373,43	4.373,43
Summe Verbindlichkeiten	9.194,01	9.194,01

C. Sonstige Pflichtangaben

Zahl der Arbeitnehmer

Die durchschnittliche Zahl der Arbeitnehmer gegliedert nach Arbeitern und Angestellten beträgt (§ 239 Abs. 1 Z 1 UGB):

Arbeiter	0
Angestellte	1
Gesamt	1

Angaben zu den Mitgliedern der Geschäftsführung

Geschäftsführung:	Name	seit
	Chandra Hardy Pönisch	16.10.2025
	Heribert Laaber	16.10.2025

7. Auditor's Report on the Cash Flow Statement as of January 15, 2026, dated January 28, 2026



**Danubia Steuerberatungs- und
Wirtschaftsprüfungs GmbH**

Josef Huber Strasse 6 • Top 5
2620 Ternitz/Neunkirchen • Austria

Telefon: ++43 (0)2635 218 00
office@danubia.at • www.danubia.at

An die Mitglieder
der Geschäftsführung der
SolarBond Germany GmbH
Wien

**Vermerk des unabhängigen Abschlussprüfers
zur Prüfung der Geldflussrechnung**

Prüfungsurteil

Wir haben die Geldflussrechnung der

SolarBond Germany GmbH,
Wien,

für die Periode vom 1. Jänner 2026 bis zum 15. Jänner 2026
(Abschlussdatum) geprüft. Die Geldflussrechnung ergänzt den
nach unternehmensrechtlichen Grundsätzen aufgestellten Abschluss der
SolarBond Germany GmbH, Wien, für die zum 15. Jänner 2026 endende
Periode.

Nach unserer Beurteilung wurde die Geldflussrechnung für die Periode vom
1. Jänner 2026 bis zum 15. Jänner 2026 (Abschlussdatum) in allen
wesentlichen Belangen in Übereinstimmung mit den österreichischen
unternehmensrechtlichen Vorschriften und den diesbezüglichen fachlichen
Empfehlungen aufgestellt.

Grundlage für das Prüfungsurteil

Wir haben unsere Abschlussprüfung in Übereinstimmung mit den österreichischen Grundsätzen ordnungsmäßiger Abschlussprüfung durchgeführt. Diese Grundsätze erfordern die Anwendung der International Standards on Auditing (ISA). Unsere Verantwortlichkeiten nach diesen Vorschriften und Standards sind im Abschnitt "Verantwortlichkeiten des Abschlussprüfers" unseres Vermerks weitergehend beschrieben. Wir sind von der Gesellschaft unabhängig in Übereinstimmung mit den österreichischen unternehmens- und berufsrechtlichen Vorschriften, und wir haben unsere sonstigen beruflichen Pflichten in Übereinstimmung mit diesen Anforderungen erfüllt. Wir sind der Auffassung, dass die von uns bis zum Datum des Vermerks des unabhängigen Prüfers erlangten Prüfungsnachweise ausreichend und geeignet sind, um als Grundlage für unser Prüfungsurteil zu diesem Datum zu dienen.

Unsere Verantwortlichkeit und Haftung ist analog zu § 275 Abs 2 UGB (Haftungsregelungen bei der Abschlussprüfung einer kleinen oder mittelgroßen Gesellschaft) gegenüber der Gesellschaft und auch gegenüber Dritten mit insgesamt 2 Millionen Euro begrenzt.

Hervorhebung eines Sachverhalts

Wir weisen wir darauf hin, dass die Prüfung des Abschlusses, der der Geldflussrechnung zugrunde liegt, nicht Gegenstand dieser Abschlussprüfung ist, und verweisen dazu auf den von uns gesondert erstatteten Bestätigungsvermerk.

Verantwortung der gesetzlichen Vertreter für die Geldflussrechnung

Die gesetzlichen Vertreter der Gesellschaft sind verantwortlich für die Aufstellung der Geldflussrechnung und dafür, dass diese in Übereinstimmung mit den österreichischen unternehmensrechtlichen Vorschriften aufgestellt wurde. Ebenso sind sie verantwortlich, die Aufstellung einer Geldflussrechnung zu ermöglichen, die frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen oder Irrtümern ist. Ferner sind die gesetzlichen Vertreter verantwortlich für die internen Kontrollen, die sie als notwendig erachten, um die Aufstellung eines Abschlusses zu ermöglichen, der frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen oder Irrtümern ist.

Bei der Aufstellung der Geldflussrechnung zugrunde liegenden Abschlusses sind die gesetzlichen Vertreter dafür verantwortlich, die Fähigkeit der Gesellschaft zur Fortführung der Unternehmenstätigkeit zu beurteilen, Sachverhalte im Zusammenhang mit der Fortführung der Unternehmenstätigkeit – sofern einschlägig – anzugeben, sowie dafür, den Rechnungslegungsgrundsatz der Fortführung der Unternehmenstätigkeit anzuwenden, es sei denn, die gesetzlichen Vertreter beabsichtigen, entweder die Gesellschaft zu liquidieren oder die Unternehmenstätigkeit einzustellen oder haben keine realistische Alternative dazu.

Verantwortlichkeiten des Abschlussprüfers für die Prüfung der Geldflussrechnung

Unsere Ziele sind, hinreichende Sicherheit darüber zu erlangen, ob die Geldflussrechnung als Ganzes frei von wesentlichen falschen Darstellungen aufgrund von dolosen Handlungen oder Irrtümern ist und einen Vermerk zu erteilen, der unser Prüfungsurteil beinhaltet. Hinreichende Sicherheit ist ein hohes Maß an Sicherheit, aber keine Garantie dafür, dass eine in Übereinstimmung und mit den österreichischen Grundsätzen ordnungsgemäßer Abschlussprüfung, die die Anwendung der ISA erfordern, durchgeführte Prüfung eine wesentliche falsche Darstellung, falls eine solche vorliegt, stets aufdeckt. Falsche Darstellungen können aus dolosen Handlungen oder Irrtümern resultieren und werden als wesentlich angesehen, wenn von ihnen einzeln oder insgesamt vernünftigerweise erwartet werden könnte, dass sie die auf der Grundlage dieser Geldflussrechnung getroffenen wirtschaftlichen Entscheidungen von Nutzern beeinflussen.

Als Teil einer Abschlussprüfung in Übereinstimmung mit den österreichischen Grundsätzen ordnungsgemäßer Abschlussprüfung, die die Anwendung der ISA erfordern, üben wir während der gesamten Abschlussprüfung pflichtgemäßes Ermessen aus und bewahren eine kritische Grundhaltung.

Darüber hinaus gilt:

Wir identifizieren und beurteilen die Risiken wesentlicher falscher Darstellungen aufgrund von dolosen Handlungen oder Irrtümern in der Geldflussrechnung, planen Prüfungshandlungen als Reaktion auf diese Risiken, führen sie durch und erlangen Prüfungsnachweise, die ausreichend und geeignet sind, um als Grundlage für unser Prüfungsurteil zu dienen. Das Risiko, dass aus dolosen Handlungen resultierende wesentliche falsche Darstellungen nicht aufgedeckt werden, ist höher als ein aus Irrtümern resultierendes, da dolose Handlungen kollusives Zusammenwirken, Fälschungen, beabsichtigte Unvollständigkeiten, irreführende Darstellungen oder das Außerkraftsetzen interner Kontrollen beinhalten können.

Wir gewinnen ein Verständnis von dem für die Abschlussprüfung relevanten internen Kontrollsystem, um Prüfungshandlungen zu planen, die unter den gegebenen Umständen angemessen sind, jedoch nicht mit dem Ziel, ein Prüfungsurteil zur Wirksamkeit des internen Kontrollsystems der Gesellschaft abzugeben.

Wir beurteilen die Angemessenheit der von den gesetzlichen Vertretern angewandten Rechnungslegungsmethoden sowie die Vertretbarkeit der von den gesetzlichen Vertretern dargestellten geschätzten Werte in der Rechnungslegung und damit zusammenhängende Angaben.

Wir ziehen Schlussfolgerungen über die Angemessenheit der Anwendung des Rechnungslegungsgrundsatzes der Fortführung der Unternehmenstätigkeit durch die gesetzlichen Vertreter sowie, auf der Grundlage der erlangten Prüfungsnachweise, ob eine wesentliche Unsicherheit im Zusammenhang mit Ereignissen oder Gegebenheiten besteht, die erhebliche Zweifel an der Fähigkeit der Gesellschaft zur Fortführung der Unternehmenstätigkeit aufwerfen kann. Falls wir die Schlussfolgerung ziehen, dass eine wesentliche Unsicherheit besteht, sind wir verpflichtet, in unserem Bestätigungsvermerk auf die dazugehörigen Angaben im Abschluss aufmerksam zu machen oder, falls diese Angaben unangemessen sind, unser Prüfungsurteil zu modifizieren. Wir ziehen unsere Schlussfolgerungen auf der Grundlage der bis zum Datum unseres Bestätigungsvermerks erlangten Prüfungsnachweise. Zukünftige Ereignisse oder Gegebenheiten können jedoch die Abkehr der Gesellschaft von der Fortführung der Unternehmenstätigkeit zur Folge haben.

Auftragsverantwortlicher Wirtschaftsprüfer

Der für die Abschlussprüfung auftragsverantwortliche Wirtschaftsprüfer ist Herr
Mag. Werner Wolf-Rieger.

Ternitz

28. Jänner 2026

DANUBIA STEUERBERATUNG- UND WIRTSCHAFTSPRÜFUNGS GMBH

Mag. Werner Wolf-Rieger
Wirtschaftsprüfer



Die Veröffentlichung oder Weitergabe der Geldflussrechnung mit unserem Bestätigungsvermerk darf nur in der von uns bestätigten Fassung erfolgen. Dieser Bestätigungsvermerk bezieht sich ausschließlich auf die deutschsprachige und vollständige Geldflussrechnung. Für abweichende Fassungen sind die Vorschriften des § 281 Abs 2 UGB zu beachten

Beilagen

- Beilage I: Geldflussrechnung für die Periode vom 1. Jänner 2026 bis zum 15. Jänner 2026 (Abschlussdatum)

Beilage I

Geldflussrechnung für den Zeitraum 1.1.-15.1.2026

EUR

1. Ergebnis vor Steuern	- 11.815,34
2. Überleitung auf den Nettogeldfluss aus dem Ergebnis vor Steuern	
a) Abnahme/Zunahme der Forderungen aus Lieferungen und Leistungen sowie anderer Aktiva	0,00
b) Zunahme/Abnahme der Rückstellungen ausgenommen für Ertragsteuern	9.000,00
c) Zunahme/Abnahme der Verbindlichkeiten aus Lieferungen und Leistungen sowie andere Passiva	2.815,34
3. Netto-Geldfluss aus dem Ergebnis vor Steuern	0,00
4. Zahlungen für Ertragsteuern	0,00
Netto-Geldfluss aus der laufenden Geschäftstätigkeit	0,00
6. Netto-Geldfluss aus der Investitionstätigkeit	0,00
7. Netto-Geldfluss aus der Finanzierungstätigkeit	
a) Einzahlung von Eigenkapital	0,00
Netto-Geldfluss aus der Finanzierungstätigkeit	0,00
zahlungswirksame Veränderung des Finanzmittelbestandes	0,00
9. Finanzmittelbestand am Beginn der Periode	967,71
10. Finanzmittelbetand am Ende der Periode	967,71

GLOSSARY

Actual/Actual - ICMA	Interest calculation method: Interest is calculated on the basis of the days elapsed in an interest period and the actual number of days in a year in accordance with the provisions of ICMA Rule 251 (Actual/Actual).
Auditor	Those natural or legal persons who audit the annual financial statements of a company with regard to the formal correctness of the accounting and the factual accuracy and completeness of the annual reports. In Germany: auditors.
Banking Day	Any day, other than Saturdays, but not Saturdays or public holidays, on which Austrian banks process payment transactions.
Bond	Non-equity securities
Bondholders	See "Investor"
Going Concern Forecast	A forecast with regard to the Company's solvency, showing whether the Company will be able to meet its payment obligations due in the current and following financial year or whether insolvency is imminent. In the event of a negative going concern forecast, insolvency proceedings must be opened against the company.
Debt Financing	Raising debt capital, by taking out a loan from a bank or a third party or by issuing bonds.
Delegated Regulation (EU) 2019/979	Commission Delegated Regulation (EU) 2019/979 of March 14, 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council with regulatory technical standards on key financial information contained in the summary prospectus, the publication and classification of prospectuses, the advertising of securities, supplements to the prospectus and the notification portal, and repealing Commission Delegated Regulation (EU) No 382/2014 and Commission Delegated Regulation (EU) 2016/301.
Delegated Regulation (EU) 2019/980	Commission Delegated Regulation (EU) 2019/980 of March 14, 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the presentation, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Commission Regulation (EC) 809/2004.
EPC contractors	EPC contractors means contractors responsible for the engineering, procurement and construction of the photovoltaic installation on a turnkey basis.
End of Term	The calendar day specified in the Final Terms, which is the last day on which interest is payable on the Bonds.
EU Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive (EC) 2003/71.
FIDLEG	Swiss Federal Law on Financial Services (Financial Services Act); The FIDLEG applies to all professional financial service providers, including banks, creators and providers of financial instruments in Switzerland.
FinSO	Swiss Financial Services Ordinance; This Ordinance applies to persons who provide financial services on a professional basis in Switzerland or for clients in Switzerland.

Final Terms	The condition sheet completed for the respective Bond, including its annexes.
FMA	Austrian Financial Market Authority, Otto-Wagner-Platz 5, 1090 Vienna, Austria
Insolvency	The situation of a debtor who can no longer meet his payment obligations to his creditor. Insolvency is therefore characterized by an acute or imminent inability to pay.
Issuer	SolarBond Germany GmbH, Fleischmarkt 1/6/12, 1010 Vienna, Austria entered in the Commercial Register at Commercial Court Vienna (Austria) under registration number FN 664289x.
Investor	The holders of the Bonds in question; persons who hold the Bonds in their own name and for their own account.
ISIN	International numbering system for securities identification (International Securities Identification Number).
LEI	Globally unique identifier for legal entities in the financial market (Legal Entity Identifier).
Liquidation	The aim of a liquidation is the termination of a company. This is usually done by selling all assets, settling all liabilities and distributing the remaining funds to the shareholders.
Maturity Date	The date on which the Issuer must redeem the Bonds at 100% of the nominal amount, insofar as the Bonds have not previously been redeemed in whole or in part.
MTF (Multilateral Trading Facility)	“MTF” means a multilateral trading facility within the meaning of Article 4(1) (22) of Directive 2014/65/EU (MiFID II), operated by a market operator or an investment firm, which brings together multiple third-party buying and selling interests in financial instruments in accordance with non-discretionary rules.
MWp	MWp refers to the nominal power output of a photovoltaic system under standard test conditions (1,000 W/m ² irradiance, 25 °C cell temperature, AM 1.5). It indicates the maximum performance achievable by the system under ideal laboratory conditions.
Nominal Amount	Amount that the Issuer must repay to the security holder on the maturity date.
Photovoltaic System	A photovoltaic system converts sunlight into electricity using solar cells. A system consists of the solar cells, inverters, a bidirectional meter to record the amount of electricity going in and out, and a substructure for mounting the solar cells on a roof or even on an open area.
Politically Exposed Person	A person to be classified as a politically exposed person (PEP) under each applicable anti-money laundering and anti-terrorist financing regulation.
Prospectus	This Base Prospectus, including any supplements thereto, with the documents included in the prospectus or incorporated by reference and attached as annexes hereto.
Renewable Energy Sources Act (Erneuerbare-Energien-Gesetz – EEG)	“Renewable Energy Sources Act (Erneuerbare-Energien-Gesetz – EEG)” means the German federal law governing the generation, grid connection, feed-in, remuneration and market integration of electricity produced from renewable energy sources in Germany, as amended from time to time.

Semi-Blind Pool	At the time of the preparation of the prospectus, there is only one concrete project of the Issuer. For further projects, only the asset class has been determined so far, but not the concrete object of investment. This is a so-called "semi-blind pool" Therefore, in particular the type, the nature and the concrete value development possibilities of investment objects, which play a major role for an investment decision, are not transparent.
SME Growth Market	"SME Growth Market" means a multilateral trading facility registered as an SME growth market in accordance with Article 33 of Directive 2014/65/EU (MiFID II), which is designed to facilitate access to capital markets for small and medium-sized enterprises.
Start of Term	The calendar day specified in the Final Terms.
U.S. Person	Persons who are deemed to be U.S. persons under Regulation S under the U.S. Securities Act and who are therefore not permitted to acquire or hold the Bonds in question and persons who are subject to U.S. tax.
U.S. Securities Act	United States Securities Act of 1933, as amended.



SolarBond Germany GmbH

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	Unterzeichner	Österreichische Finanzmarktaufsichtsbehörde
	Datum/Zeit-UTC	2026-02-11T07:25:00+01:00
	Prüfinformation	Informationen zur Prüfung des elektronischen Siegels bzw. der elektronischen Signatur finden Sie unter: https://www.signaturpruefung.gv.at Informationen zur Prüfung des Ausdrucks finden Sie unter: https://www.fma.gv.at/amtssignatur
Hinweis	Dieses Dokument wurde amtssigniert. Auch ein Ausdruck dieses Dokuments hat gemäß § 20 E-Government-Gesetz die Beweiskraft einer öffentlichen Urkunde.	