

NOTICE OF THE ANNUAL GENERAL MEETING OF PHOTON ENERGY N.V.

with its registered address at Barbara Strozziiaan 201, 1083 HN Amsterdam, The Netherlands, registered with the Chamber of Commerce in Amsterdam under number 51447126 (the “Company”) to be held at the registered address of the Company at Barbara Strozziiaan 201, 1083 HN Amsterdam, The Netherlands, on **May 29, 2017, at 10:00 a.m. CET**

Agenda of the Annual General Meeting (the “Meeting”):

1. Opening and announcements; election of the chairman and secretary of the Meeting;
2. Consideration of the annual report 2016 and approval of the annual financial statements (stand-alone and consolidated) and annual report 2016 and allocation of the result;
3. Granting discharge to the members of the Board of Directors of the Company;
4. Appointment of the auditor for the financial year of 2017,
5. Closing.

All the documentation concerning the Meeting including the agenda, annual report for the year 2016 with explanatory notes as well as draft of resolutions are available for inspection by shareholders at the Company’s headquarters at: Barbara Strozziiaan 201, 1083 HN Amsterdam, the Netherlands, and on the website at: <http://en.photonenergy.com/general-meetings> since the date of this announcement until the date of the Meeting.

In accordance with the Articles of Association of the Company, the shareholders of the Company entitled to attend and vote at the Meeting, are shareholders who obtain from their custodian bank, a brokerage house, an investment firm or other authorized entity operating their investment accounts on which the Company’s shares are registered, a depository certificate (“swiadectwo depozytowe”) evidencing their shareholding in the Company on **May 1, 2017** (the “**Record Date**”), irrespective of who the shareholders of the Company are at the time of the Meeting. Persons/entities who are entitled and wish to attend and vote at the Meeting will be allowed to attend and vote only if they provide, at the latest during the registration for the Meeting, below documents:

- (i) identity document, such as his/her passport in case of physical persons or an extract from the companies register in case of a legal entity and the passport of the authorised representatives of such entity;
- (ii) a proxy form, on the basis of which a shareholder can authorize a third party to act and cast a vote on behalf of a shareholder. A proxy form must be laid down in writing and shall be sent to the Company’s headquarters prior to the General Meeting together with the depository certificate and presented at the Registration. A proxy form is provided as an attachment to the Meeting announcement and can be downloaded from the website of the Company: <http://en.photonenergy.com/general-meetings>;
- (iii) a depository certificate issued by the shareholder’s relevant broker, investment firm or a custodian bank, that on the Record Date he was included in the records of a bank or a broker as the holder of the Company’s shares.

All shareholders who intend to attend the Meeting are requested to inform the Company and send their depository certificates either to the Company’s registered address or by email at info@photonenergy.nl, by **May 22, 2017** at the latest. Registration of admittance will take place on May 29, 2017 from 9:30am to 10:00am CET i.e. before the commencement of the Meeting and it will not be possible to register and attend the Meeting after that time. The Company does not

provide for the possibility of participation in or voting at the Meeting through the use of electronic means of communication.

Board of Directors Photon Energy N.V.

Georg Hotar	Michael Gartner
Director	Director