INNOVATIVE COMMERCE

2015

Annual Report

Innovative Commerce, a.s.

(previously iCom Vision Holding, a.s.)

ANNUAL REPORT 2015

Including audited financial statements, compiled according to
Czech Financial and Reporting Standards

The report has been prepared in accordance with the Exhibit 1, To the Alternative Trading System Rules as of June 1, 2013

1. Selected Financial Information

The table below provides selected key data from the audited financial statements of iCom Vision Holding, a.s. in accordance with the Czech Financial and Reporting Standards for the CY 2015, the period of 1 January to 31 December 2015.

A: Selected Financial Data for the period of CY 2015 (1 January until 31 December 2015)

In Thousands	**Current Period CY 2015**			Previous Period CY 2014		
	CZK	**EUR**	**PLN**	**CZK**	**EUR**	**PLN**
Total Revenues	13.00	0.48	2.05	3,188.00	115.41	485.68
Total Costs	153.00	5.65	24.11	3,359.00	121.60	511.73
Operating profit (EBITDA)	-145.00	-5.36	-22.85	1,192.00	43.15	181.60
EBIT	**-140.00**	**-5.17**	**-22.06**	**-171.00**	**-6.19**	**-26.05**
Profit/loss before taxation (EBT)	**-140.00**	**-5.17**	**-22.06**	**-171.00**	**-6.19**	**-26.05**
Profit/loss after taxation (EAT)	**-140.00**	**-5.17**	**-22.06**	**-171.00**	**-6.19**	**-26.05**
Non-current assets	0.00	0.00	0.00	0.00	0.00	0.00
Current assets	427.00	15.80	67.35	534.00	19.26	82.26
Cash and cash equivalents	10.00	0.37	1.58	534.00	19.26	82.26
TOTAL ASSETS	**427.00**	**15.80**	**67.35**	**534.00**	**19.26**	**82.26**
Total equity	371.00	13.73	58.52	515.00	18.58	79.33
Total liabilities	56.00	2.07	8.83	20.00	0.72	3.08
TOTAL EQUITY & LIABILITIES	**427.00**	**15.80**	**67.35**	**534.00**	**19.26**	**82.26**

Note: Exchange rates provided by the Czech National Bank

B: Income Statement for the period of CY 2015 (1 January until 31 December 2015)

In Thousands	**Current Period CY 2015**			Previous Period CY 2014		
	CZK	**EUR**	**PLN**	**CZK**	**EUR**	**PLN**
Revenues	0.00	0.00	0.00	3,188.00	115.41	485.68
Revenues from services incl. WIP	0.00	0.00	0.00	1,820.00	65.88	277.27
Other income	0.00	0.00	0.00	1,368.00	49.52	208.41
Expenses	**145.00**	**5.31**	**22.22**	**1,996.00**	**72.26**	**304.08**
Production consumption	131.00	4.80	20.08	2,291.00	82.94	349.02
Personnel expenses	14.00	0.51	2.15	696.00	25.20	106.03
Taxes and fees	0.00	0.00	0.00	4.00	0.14	0.61
Other expenses	0.00	0.00	0.00	-995.00	-36.02	-151.58
Operating profit (EBITDA)	**-145.00**	**-5.31**	**-22.22**	**1,389.00**	**50.28**	**211.61**
Depreciations of non-current assets		0.00	0.00	790.00	28.60	120.35
Financial income	13.00	0.48	1.99	0.00	0.00	0.00
Financial costs	8.00	0.29	1.23	573.00	20.74	87.29
EBIT	**-140.00**	**-5.13**	**-21.46**	**-171.00**	**-6.19**	**-26.05**
Interest revenue		0.00	0.00	0.00	0.00	0.00
Interest expenses		0.00	0.00	0.00	0.00	0.00
Profit/loss before taxation (EBT)	-140.00	-5.13	-21.46	-171.00	-6.19	-26.05
Income tax	0.00	0.00	0.00	0.00	0.00	0.00
Profit/loss of the period (Net income)	**-140.00**	**-5.13**	**-21.46**	**-171.00**	**-6.19**	**-26.05**

Note: Exchange rates provided by the Czech National Bank

C: Balance Sheet for the period of CY 2015 (1 January until 31 December 2015)

In Thousands	**Current Period CY 2014**			Previous Period CY 2014		
	CZK	**EUR**	**PLN**	**CZK**	**EUR**	**PLN**
Non-current assets	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
a. Intangible fixed assets	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
b. Tangible fixed assets	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
PPE – Land	0.00	0.00	0.00	0.00	0.00	0.00
PPE – Other equipment	0.00	0.00	0.00	0.00	0.00	0.00
PPE – Assets in progress	0.00	0.00	0.00	0.00	0.00	0.00
Adjustment to acquired assets	0.00	0.00	0.00	0.00	0.00	0.00
c. Financial assets	0.00	0.00	0.00	0.00	0.00	0.00
Investment in associates	0.00	0.00	0.00	0.00	0.00	0.00
Other Investments	0.00	0.00	0.00	0.00	0.00	0.00
Current assets	**427.00**	**15.80**	**67.35**	**534.00**	**19.26**	**82.26**
Work in progress				0.00	0.00	0.00
Cash and cash equivalents	10.00	0.37	1.58	534.00	19.26	82.26
Trade and other receivables	417.00	15.43	65.77			
Tax receivables						
Accruals				0.00	0.00	0.00
TOTAL ASSETS	**427.00**	**15.80**	**67.35**	**534.00**	**19.26**	**82.26**
Equity	**371.00**	**13.73**	**58.52**	**515.00**	**18.58**	**79.33**
Issued share capital	4,063.00	150.34	640.85	4,063.00	146.55	625.85
Share premium	15,000.00	555.04	2,365.93	15,000.00	541.03	2,310.54
Legal Reserve fund	0.00	0.00	0.00	0.00	0.00	0.00
Retained earnings	0.00	0.00	0.00	0.00	0.00	0.00
Accumulated losses	-18,552.00	-686.48	-2,926.18	-18,377.00	-662.83	-2,830.71
Loss current year (2015 resp. 2014)	**-140.00**	**-5.18**	**-22.08**	**-171**	**-6.17**	**-26.34**
Liabilities	**56.00**	**2.07**	**8.83**	**20.00**	**0.72**	**3.08**
a. Reserves	0.00	0.00	0.00	0.00	0.00	0.00
b. Non-current liabilities	0.00	0.00	0.00	0.00	0.00	0.00
Bank loan				0.00	0.00	0.00
Long-term payables				0.00	0.00	0.00
c. Current liabilities	**56.00**	**2.07**	**8.83**	**20.00**	**0.72**	**3.08**
Trade and other payables	56.00	2.07	8.83	18.00	0.65	2.77
Bank loan				0.00	0.00	0.00
Other loans				0.00	0.00	0.00
Tax payables				2.00	0.07	0.31
d. Accruals	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL EQUITY & LIABILITIES	**427.00**	**15.80**	**67.35**	**534.00**	**19.26**	**82.26**

Note: Exchange rates provided by the Czech National Bank

2. Company Introduction

2.1 Company Profile

Innovative Commerce, a.s., previously iCom Vision Holding, a.s., is a joint-stock company with its registered office at Varsavska 715/36, Praha 2 – Vinohrady, Postal Code: 120 00, Identification No. 247 29 353, entered in the Commercial Register maintained by the Municipal Court in Prague, Section B, File No. 16444. The Company does not have any subsidiaries, nor any other shareholdings.

Innovative Commerce, a.s., previously iCom Vision Holding, a.s., was a provider of online services and digital advertising solutions. The Company focused on mobile media and Internet, providing development of the mobile and web applications. The General Meeting held on June 3, 2014 in Prague approved the sale of the Company business to Unicorn Systems (Unicorn Systems a.s., ID: 251 10 853 , having its registered seat at Praha 3, V Kapslovně 2/2767, PSČ 130 00, registered in the Commercial Register of the Municipal Court in Prague, Section B , File 4579).

2.2 Identification and Contact Details

Until 19.10.2015:

Company name:	iCom Vision Holding, a.s.
Company address:	110 00 Praha 1, Nové Město, Opatovická 1659/4, Czech Republic
Ticker:	ICM
ISIN:	CZ0008467735
Authorized Advisor:	Capital Solutions ProAlfa Sp. z o.o.

Since 20.10.2015:

According to the resolution of General Meeting of Shareholders held on 4 February 2015, the Municipal Court in Prague registered the new name of the company on 20 October 2015. The company name has changed from iCom Vision Holding a.s. to Innovative Commerce a.s.

Company name:	Innovative Commerce a.s.
Company address:	120 00 Praha 2, Vinohrady, Varsavska 715/36, Czech Republic.
URL:	http://www.innovativecommerce.net
Ticker:	INNOCOMM ICM
ISIN:	CZ0008467735
Authorized Advisor:	Capital Solutions ProAlfa Sp. z o.o.

2.3 History

Important events prior to year 2015

- **03/2012 –** The Company has signed the Agreement renewal with the Authorised Advisor to NewConnect, Capital Solutions ProAlfa Sp. z o.o.

- **06/2012** The Company has won the tender of mobile e-shop application delivery. The Company has signed the contract with Internet Mall, a.s., the biggest internet shop MALL.CZ in the Czech Republic

  The Company has signed the Support & Maintenance Agreement with BSC PRAHA to support all mobile banking applications delivered to their customers

  The Company has won the tender for mobile application to T-Mobile Czech Republic. The Company has signed the contract with the advertising agency of T-Mobile Czech Republic

  The Company has changed the Supervisory Board. Mr. Roman Vybíral has become Chairman of the Supervisory Board

  The Management Board of the Company has finalized the re-organization plan of the Company with the focus on optimizing operating costs in accordance with the situation on the mobile application development market in the Czech Republic

- **07/2012** The Company has signed the contract with the company SPRINX Systems to design, develop and deliver the first mobile front-end of CRM system

- **08/2012** The Company has got the Application approval for a refund from EU structural fund

  The Company has signed the contract with Sportvital – Nutrition s.r.o. to deliver complex mobile solution. The Sportvital portal is focused on health, sport and healthy life style

- **09/2012** The Company has closed the first quarter with the positive EBITDA

  The Company's share price has dropped from PLN 1.93 to PLN 1.20. The level of PLN 1.20/share has not changed for the rest of year 2012

- **10/2012** The Company has changed its registered seat and has moved from Hradčanské náměstí to the new address

  The Company has signed the contract for development and delivery of mobile application to Telefonica Slovakia

  The Company has signed the Annex to the VDM Infrastructure Projects with Telefonica Czech Republic

- **12/2012** The Company has closed the second quarter with the positive EBITDA

- **01/2013** The Company has delivered the Mobile O2TV application

- **02/2013** The withdrawal from approved application for a refund from EU structural fund. The Management Board of the Company had to decide to cancel a project because of limited internal funding

- **03/2013** The ICM share price has dropped below a level of PLN 1**.**00/share

- **06/2013** The Company has signed the Agreement renewal with the Authorised Advisor to NewConnect, Capital Solutions ProAlfa Sp. z o.o.

  The General Meeting of the Company has approved changes in the Management Board and Supervisory Board

- **07/2013** The Company has delivered the mobile application for T-Mobile Czech Republic. The team has supported two major summer events for T-Mobile customers (Rock for People and Colours of Ostrava)

  The Company has supported the International Movie Festival in Karlovy Vary. The mobile ticketing system has been delivered to Vodafone Czech Republic

- **09/2013** The Company has supported a festival "Back to School" that has been sponsored by T-Mobile Czech Republic

- **06/2014** Based on WSE decision Nr.643/2014 issued on May 30, 2014, the trading of shares was suspended on June 2, 2014 as a consequence of the Mandate Agreement termination.

- **06/2014** The General Meeting held on June 3, 2014 at Prague has approved the sale of the Company business to Unicorn Systems (Unicorn Systems a.s., ID: 251 10 853 , having its registered seat at Praha 3, V Kapslovně 2/2767, PSČ 130 00 , registered in the Commercial Register of the Municipal Court in Prague, Section B , File 4579).

- **There were no business activities since 06/2014.**

Important events in 2015

- **10/2015** The company name was changed from iCom Vision Holding a.s. to Innovative Commerce a.s.

2.4 Our Activities

Marketing application and/or service concept development
The Company's team consists of highly-experienced professionals developing individual mobile application and/or service concepts that take into account not only the attractiveness of the service to end users, but also commercial aspects of the application and/or service for the client. The deep knowledge and long-term experience of end-user behaviour gives the Company a unique position among other companies in similar markets.

Application development & integration
The Company's technical development is primarily focused on mobile applications (iOS, Android, WP7) and/or mobile services, and mobile Internet.

The Project Management
The Project Manager coordinates both business and technical activities between the Company and customer. Management believes, project management is an essential competitive advantage, as it allows iCom to keep investment costs and service quality under tight control, and should insulate the Company from capacity constrains and pricing escalation.

Application and/or service support and maintenance
The Company operates and supports delivered online applications and/or services. The online service operation requires a quick response to any issues or changes requested by the client. The Company operates online services across all communication channels, both Internet and mobile. The Company is also ready to accept high quality technical and SLA standards usually required by large service providers and corporations.

End-to-end application performance management
The Company has developed the performance management tool, which provides on-line measurement and monitoring of mobile application performance. The performance management tool provides both and above world standards technical and business control over the mobile (backend and front end) service:

- Technical monitoring and data analysis (backend availability, response and load time, error reporting, SLA reporting, handset CPU, memory and display statuses, etc.);
- Business and product real-time and trend reporting (% transaction resolution, service level, true application performance for end-users, critical service distribution factors such as mobile network effective bandwidth, OS version fallouts, handset issues, etc.);
- Financial reporting – optionally, available real time transaction costs per mobile channel;
- Place and time independent (solving time zones potential issues);
- Software as a Service (SaaS) model.

There were no business activities since 06/2014.

2.5 Statutory Bodies

In accordance with the legal requirements, the Company uses two-tier board structure consisting of Management Board and Supervisory Board.

2.5.1 Management Board

The Management Board is responsible for day to day operations of the Company. The Management Board consists of three members. The decision of the Management Board needs to be approved either by Chairman of the Management Board or by at least two members of the Management Board.

Supervisory Board elects members of Management Board in accordance with the Company Statuses.

Management Board Members as of the date of this report

Name	Position	Date of birth	Member since	Member until
Solar Power to the People Coöperatief U.A. represented by Georg Hotar	Member of the Management Board	21.4.1975	04.02.2015	To date

The General Meeting held on February 4, 2015 in Prague dismissed Ondřej Švihálek from his position of Chairman of the Management Board.

TheGeneral Meeting held on February 4, 2015 in Prague appointed Solar Power to the People Coöperatief U.A. ID Number: 51462354, registered at the address Barbara Strozzilaan 201, 1083 HN Amsterdam, Netherlands a new member of the Management Board.

2.5.2 Supervisory Board

The Supervisory Board is responsible for supervising the conduct of the Management Board and the course of business affairs undertaken by it. In performing its duties, the Supervisory Board is required to act in the interests of the Company and its business activities as a whole. The members of the Supervisory Board are not, however, authorized to represent the Company in any dealings with the third parties.

The General Meeting elects members of Supervisory Board in accordance with the Company Statuses.

Supervisory Board Members as of the date of this report

Name	Position	Date of birth	Member since	Member until
Solar Power to the People S.a.r.l represented by Georg Hotar	Member of the Management Board	21.04.1975	04.02.2015	To date

The General Meeting held on February 4, 2015 in Prague dismissed Petra Zderadičková from her position of member of the Supervisory Board.

The General Meeting held on February 4, 2015 in Prague appointed Solar Power to the People S.a.r.l., 11, boulevard Royal, L-2449 Luxembourg, Luxembourg, registered in the Registre de Commerce et des societes de Luxembourg, file no. B 177602, a new member of the Supervisory Board.

2.6 Employees

The Company reports the number of FTEs as of December 31, 2015.

Function	FTEs
General Management	1.0
Back Office & Statutory Body	1.0
TOTAL	**2.0**

2.7 Shares and Shareholder Structure

Market: NewConnect, Poland
Ticker: INNOCOMM ICM
URL: http://www.newconnect.pl

SHARE CAPITAL AS OF 31 December 2015

Share / Issue	Type of Shares	Type of preference	Limitation of right to shares	Number of Shares
A	Bearer	No	-*)	1,000,000
B	Bearer	No	-*)	31,500
C	Bearer	No	No	1,000,000
Total number of shares				2,031,500
Total share capital [in CZK]				4,063,000
Nominal value per share [in CZK]				2.00

There were no changes to our share capital following the private placement on NewConnect. The Company shares are issued in a certificate form and were deposited (dematerialized) in the Central Polish Depository of Shares (KDPW). The structure is unchanged as of the date of this report.

Authorised Advisor and Animator:
According to the listing and trading rules of NewConnect the Company has appointed Capital Solutions ProAlfa Sp. z o.o. as its Authorised Advisor. The initial Mandate Agreement was signed in September 2010.

Authorised Advisor Details:
Name: **Capital Solutions ProAlfa Sp. z o.o.**
Address: ul. NowyŚwiat 51 lok. 3, 00 042 Warszawa, Poland
T: +48 22 892 00 75
F: +48 22 892 00 76
E: info@cms-proalfa.pl
URL: www.cs-proalfa.pl

A Mandate Agreement with the Animator (CYRRUS, a.s.) was initially signed on 18 January 2011.

Authorised Animator Details:
Name: **CYRRUS, a.s.**
Address: Veveří 111, 616 00 Brno
T: +420 538 705 711
F: + 420 538 705 733
E: info@cyrrus.cz
URL: https://www.cyrrus.cz

Shareholder Structure

All shares were deposited at registered seat of the Company, Opatovická 1659/4, Praha 1 – Nové město, 110 00, Czech Republic. As of the date of this report, to the knowledge of the Management Board of the Company, the shareholder structure is as follows:

Shareholder	No. of shares	% of capital	No. of votes at the Shareholder Meeting	% of votes at the Shareholders Meeting
Solar Power to the People Cooperatief U.A.	1,031,500	50.78	1,031,500	50.78
CYRRUS, a.s.*)	187,272	9.22	187,272	9.22
Other investors	812,728	40.00	812,728	40.00
Total	**2,031,500**	**100.00**	**2,031,500**	**100.00**

*) Note: The number of shares that belongs to the CYRRUS, a.s. are based on the document of Deposit Certificate issued by CSOB on June 3, 2014 for the purpose of General Meeting of iCom Vision Holding, a.s. held on 3 June 2014 at the address Antala Staška 2027/79, Praha 4, PSČ 14000 (Prague's Office of ANECT a.s., 1st floor) at 15:00.

Performance of the Company Shares

Selected Share Information	PLN
Opening price (2.1.2015)	0.39
52-week max (2.1.2015 – 30.12.2015)	0.39
52-week min (2.1.2015 – 30.12.2015)	0.39
Closing price (30.12.2015)	0.39

The numbers are rounded to 2 decimal numbers.

Suspension of trading of the ICM shares (EBI Report No: 18/2014):

The Board of Directors of iCom Vision Holding, a.s. informs about the suspension of the ICM shares trading based on WSE decision Nr.643/2014 issued on May 30, 2014.

The trading of shares will be suspended since June 2, 2014. It is a consequence of the Mandate Agreement termination (EBI Report No.: 8/2014, 30.4.2014).

2.8 Dividend Policy

The Company has not declared the payment of nor distributed any dividends in 2015.

3. Report of the Management Board

3.1 Basic Exposures and Risks

The risks described below are not the only ones facing the Company. Additional risks not presently known to the Company or that the Company currently deems immaterial may also impair the Company's business operations and adversely affect the price of the Shares. If any of the following risks actually occur, the Company's business, financial position and operating results could be materially and adversely affected.

3.1.1 Operating Risks

Risks related to improper strategic assumptions

The Company generates revenue and profit by providing corporate customers with services based on innovative technology and tools, utilizing new media such as the Internet and mobile Internet. Due to the fact that the Company is active in a new market with a short operating history, there exists the risk that Management's strategic assumptions may prove incorrect.

The Company's Management has identified a risk factor connected with market trends and changes in customers' personal habits and preferences. Innovative technologies including mobile applications are more and more widely used, but the Company is unable to predict the exact pace of that technological transition. The Management does see a market demand for the Company's services however it also comes across clients' wariness in dealing with new technologies. General reluctance in implementing mobile solutions may have a significant negative impact on the Company's future financial results.

Risk that the Company is unable to meet client expectations

The Company provides services that depend on varied competencies, including marketing and concept creation, familiarity with end-user behaviour and technological/programming skills, among other competencies. Due to the complex nature of the services provided by the Company, the Company is at risk of making errors or otherwise being unable to meet client expectations. This risk increases with the increasing complexity of client projects. Further, certain client projects may include specific agreements as to the content or quality of delivered project or application. There exists the risk that the Company is unable to meet these requirements, or is unable to do so in a timely manner.

Risk that Company's client base is restricted by exclusivity agreements

The Company may enter into agreements that limit its ability to execute projects for companies that compete with a client that is party to an exclusive agreement. Further, some clients may be active in industries that have only a narrow range of competitors. As a result, if the Company decides to enter into an exclusive agreement with a certain client, there is the risk that it will not be able to realize projects with the client's competitors, thereby restricting its potential market share.

Contractual risks

The Company's business depends on contracts with multiple parties including, but not limited to, suppliers and customers. Each contract normally involves a substantial value or consideration to the Company. Furthermore, some contracts, whether in place now or executed in the future, may be governed by foreign law, which could create both legal and practical difficulties in case of dispute or conflict. The Company will use its best efforts to fulfil all obligations stipulated in such contracts, and to minimize all potential risks that may result from specific contract terms and conditions, but it is unable to fully mitigate such risks.

Dependencies on key personnel
The Company's development and prospects are dependent upon the continued services and performance of its senior management and key personnel. The loss of any key personnel may have negative effects on the Company's operating results and financial condition.

Access to qualified personnel
The Company's business plan is dependent upon further hiring of qualified personnel. Due, at least in part, to a slow recovery of the Czech economy, skilled and qualified personnel have become much more loyal to current employers than may have been the case 2-3 years ago. The hiring process thus takes longer, as skilled and qualified personnel are not publically available, or are unwilling to leave their present employer. There is thus the risk that the Company is unable to identify and hire the skilled individuals that are vital to its growth, or that wage levels may rises.

Risks related to a change of Company culture
Management is aware of a potential problem related to a change of internal culture. The Company has to date been working on "informal" principles. Organizational hierarchy has not been a visible attribute of the Company. The working environment instead highlighted individualism. A current Management objective is to increase the number of employees, which will require implementation of at least some standards of corporate management. The Company will require at least two levels of management, which may not be perceived positively by existing employees of the Company, who have become accustomed to informal processes. Management will have to carefully work with existing employees to help them adapt to the changes in a positive manner. There is a risk that personnel may be lost due to changes in the working environment.

Management of aggressive growth
The Company management is aware of problems that might be linked to the management of its aggressive growth plans. Management's plan represents a leap of the Company's business model. The business will change not only in terms of scale but also in terms of management responsibility. The aggressive business growth requires proper handling of at least several critical success factors, which include: fast set-up of highly qualified work team, people management, successful business development, appropriate management of customer projects, implementation of appropriate managerial control mechanisms and implementation of effective system of financial management. The Company management does believe that all components can be implemented and executed, but the set of critical success factors is relatively broad and there is no guarantee of Management's success.

Key client risks
Company has strategic relationships with a number of local telecom operators, and other key clients. There is no guarantee that these relationships will remain intact. The loss of such large, key clients may adversely affect the Company's operating results.

Risks related to a lack of experience in meeting the obligations of a listed company
Listed companies must meet certain obligations, including, among others, specific reporting requirements. The Company is aware that failure to meet such obligations can result in fines, suspension of the trading of Shares, and delisting, among other penalties. Such events could negatively impact the return to investors.

Risks related to acquisitions
The Company's strategy includes the potential acquisition of smaller competitors and other market players. The effects of such acquisitions could be materially different from those that are expected by Management. Specifically, the Company may realize such transactions at valuations that are higher than those evidenced by the subsequent operating results of the target company. Further, there is a risk that not all materials information is disclosed to or gathered by the Company prior to

any potential acquisition. Lastly, there exists the risk the Management is unable to effectively manage that combination of the existing business with that of the target company.

So far the Company's Management has evaluated a couple of potential acquisition targets and all analyses resulted rather in negative outcomes than the positive ones. According to the Management, there are about 16 active entities on the market, however, there is a possibility that the Company will not manage to find the right one, which would generate significant post-acquisition value to the Company (people, products, customer base or recurring revenue). In such a case the Company will focus its efforts on accelerating its organic growth.

3.1.2 Market Risks

Trend growth of online versus offline communication may not continue

Analytical reports show year-over-year growth of the online communication market, whereas the offline (TV, prints etc.) market remained flat. Going forward, however, advertisers may not invest in online communication at the anticipated rate, and the aforementioned trend does not remain intact. Despite the improved effectiveness and lower costs of online versus offline communication, advertisers may favour market-proven, offline concepts. There is therefore no guarantee that present trends do not continue, nor that mobile communications and applications grow at the anticipated rate. The Company's success is, however, dependent on the fast growth of the online and mobile markets.

Online market regulatory risks

Online communication is based on the interactions between consumers and suppliers. It often utilizes personal data (e.g. information that consumers provide during the registration process), consumer history (browsing history) and other electronic data available within cyberspace. Indeed, the ability to target particular markets segments through the use of personal information is an attractive differentiator to advertisers. While the online space is already regulated to some degree, further regulation may be forthcoming. The most critical is the misuse of personal data. Data privacy must be respected by anyone doing business within cyberspace. However, the technology of the Internet and mobile services is developing. The regulatory and legal environment is always behind technical development. The Company may, therefore, in the future face some new regulatory or legal restrictions that might have an impact on the business. Company management cannot foresee such a future regulatory or legal shift, even if the management monitors this dynamic on the regular basis.

Competitive environment

Mobile media application and/or service development may become highly competitive in the future. The Company currently competes with a number of small market players, and maintains a competitive advantage. There is no guarantee that this advantage remains in place. Larger players are currently not interested due to the overall small size of the market. However, there is the potential that the market becomes sufficiently large that other market players reach critical mass, and that larger players begin to enter the market in force. This could impact the operating margins that are realized by the Company, and may cause it to loss any competitive advantage it may have previously enjoyed.

3.1.3 Marcoeconomic Risks

Sensitivity to general macro environment

The successful execution of the projected financial results of the Company depends on the stability of the general macroeconomic environment, including inflation levels and general GDP growth in the Czech Republic, and, optionally, in the countries of Company's future operations.

Currency risk related to Company activities

The Company reports in CZK, but expansion plans may bring it to other regional markets. This could potentially create CZK cost obligations, but generate revenue denominated in other

currencies. This may create a certain currency exposure that could potentially have a negative effect on financial results.

Unforeseen events
There is a risk that unforeseen events or trends have a material impact of operation results. Natural disaster and geopolitical instability, among other risks, could have a negative impact on the Company, its market, and/or its operations.

3.1.4 Financial Risks

Invoicing Terms & Conditions
The Company delivers its applications and/or services to, among other clients, large Czech corporate customers like mobile operators or Internet service providers. These enterprises are in a position that allows them to define their own terms and conditions, including invoicing rules. The standard invoice due date in the Czech Republic is 30 days. Large enterprises force business partners like the Company to allow 90 days. Such terms may generate cash flow issues because of VAT payment and the late inflow of cash. Management has to properly manage the Company's cash flow and always negotiate better terms than initially offered.

Overdue Receivables
Overdue receivables are a part of the current Czech business environment. It has become common market practice to delay repayment of debt. This has forced Management to establish appropriate credit check mechanisms, including a pre-contract credibility check mechanism. However, overdue and uncollectable receivables are an issue and could potentially create cash flow risks for the Company.

Risk related to strategic shareholder
ANECT is a strategic shareholder, and supports the business development function. However, it may, in the future, wish to exit its investment, or otherwise end the relationship. The Company would thus no longer receive this support. Such an event could negatively impact the firm or its business development activities, which are vital to its aggressive growth strategy.

Risk related to recurring revenue
The market of mobile Internet and mobile applications is still in the growth stage and is considered to be immature. The Company's Management has identified a risk connected with the recurring revenue. The Company has some trouble generating appropriate recurring revenue like regular ICT business. It creates a pressure on sales in terms of generating enough new sales leads and pushing on upsell among the existing clients. The Company's Management believes that the recurring revenue will come with the mobile application market maturation.

3.1.5 Technological Risks

Slow smart phones market penetration
One of the Company's business model assumptions is an increase in the market penetration of smart phones. Mobile communication attracts consumers because of the technological development of end-user terminals (smart phones in general, and iPhone and iPad specifically). There is no guarantee that technological development continues at its current pace. There could be several reasons for such a change in the pace of development. Mobile vendors may focus primarily on developing markets, thus preferring volume to smart technology. The economic recovery may be slower than expected, and R&D budgets could be reduced as a result. In such a case, the market would see a slower pace of technological development and adoption.

Technological standardization risk
Currently, there are several leading mobile operating systems on the market (Symbian60, Microsoft Mobile v.7, Android). Any company that bases its business model on online

communication via Internet, social networks and mobile phones has to follow all available technological standards. Online communication has to be compatible and deliverable to all end-user equipment with significant market penetration. Having a larger number of standards on the market may bring the Company to the situation that it will not be possible to follow all of these standards, or will require qualified experts in each area of technology. The first scenario would narrow the scope of the business and decrease the value of Company. The second scenario could significantly increase the Company's operating costs.

The Company's management believes that there will always be some market standardization tendency. The vendors of end user equipment will have to optimize the costs of development with the size of potential market segments (there are already a few standardization examples on the market available; NOKIA – SIEMENS – SYMBIAN).

Risks related to information technology, computer virus, and computer attack
The Company operates in Internet- and computer-based technologies. Computer hardware and software are thus critical to its success, and a key asset of the Company. There is a risk that these systems could come under computer attack, or may be otherwise threatened. Such an event could have a damaging effect on the infrastructure of the Company, could cause it to lose critical data, or could otherwise affect its computer-based operations. Further, such systems could become inoperable for various other reasons. Inoperability of critical computer hardware of software could have a materially adverse effect on the Company's operating results.

Risk that the Company is unable to keep up with technological change
The market segment in which the Company operates is characterized by fast changing technology. The growth and strategy of the Company depends at least in part on the Company's ability to adapt to technological and market changes. There is no guarantee that it is able to do so.

3.1.6 Risks related to Shares

Share trading suspension or withdrawal from trading by the Alternative System Organizer
According to §11 of the Alternative Trading System Rules, the Alternative System Organizer can suspend trading in the Company's shares for a period not longer than three months when:

- the issuer applies for suspension;
- the Alternative System Organizer considers it necessary to protect the interests and safety of trading participants;
- the Issuer violates rules governing the alternative system.

According to §11.2 of the Alternative Trading System Rules the Alternative System Organizer shall, in cases set out by law, suspend trading in financial instruments for not more than a month.

§12 of the Alternative Trading System Rules stipulates that the Alternative System Organizer may withdraw instruments from trading:

- at the request of the Issuer, subject to certain requirements;
- if the Alternative System Organizer considers it necessary to protect the interests and safety of trading participants;
- in the case that the Issuer files for bankruptcy, or in the case of the court denying such application for bankruptcy due to the Issuer not possessing sufficient funds to cover the court proceeding costs;
- in the case that the Issuer is placed in liquidation.

Furthermore, the Alternative System Organizer may delist the Issuer's Shares from the Alternative Trading System:

- in cases set out in law;
- if their transferability has become restricted;
- if they are no longer dematerialized;

- 6 months of the validity date of a decision on declaration of bankruptcy of the Issuer including liquidation of its assets or court decision to dismiss a petition for declaration of bankruptcy because the issuer's assets are insufficient to cover the costs of proceedings.

§16.2 of the Alternative Trading System Rules further stipulates that trading in the Issuer's Shares may be suspend if the Issuer fails to perform the obligations set out in the Alternative Trading System Rules.

According to §20.3 of the Alternative System Trading Rules, the Alternative System Organizer may suspend the trading in the financial instruments of the Issuer if the agreement with its Market Animator is terminated or expires, or if the Market Animator's right to operate in the alternative system is suspended or the Market Animator is de-registered from the system. The suspension of trading in Issuer's financial instrument may be in effect until and new agreement with a Market Maker is executed and takes effect.

According to §21.2 of the Alternative System Trading Rules, if the agreement with the Market Maker is terminated or expires, or if the Market Maker's right to operate in the alternative system is suspended or the Market Maker is de-registered from the system, the Alternative System Organizer may:

1. Suspend trading in the Issuer's financial instruments until a new agreement with a Market Maker or an agreement with a Market Animator is executed and takes effect; if the agreement is executed with a Market Animator trading may be resumed on the order-driven market only in a trading system determined by the Alternative System Organizer,
2. where justified, decide to change the market and continue trading in given financial instruments on the order-driven market, in a trading system determined by the Alternative System Organizer, without any agreement with a Market Animator being executed.

Share trading suspension or withdrawal from trading by order of KNF
Art. 78 points 2, 3, and 4, respectively, of Polish Act on Trading in Financial Instruments stipulate that:

- in the case that it is deemed necessary for the safe functioning of the alternative trading system or in investors' interests, the KNF may require the Alternative System Organizer to suspend the trading of Issuer's Shares for a period of not longer than 10 days;
- in the case that the Issuer's Shares are traded under circumstances that may endanger the safe and lawful functioning of the alternative trading system or the interests of investors, the KNF may require the Alternative System Organizer suspend the trading of the Issuer's Shares for a period not longer than one month;
- at the order of the KNF, the Alternative System Organizer may be required to terminate the trading of Issuer's Shares if continued trading would in a material way harm the lawful and safe function of the alternative trading system, or would harm investors' interests.

Penalties by KNF
KNF may impose fines on the Issuer for not following its obligations resulting from the Polish Act of Trading in Financial Instruments ("Trading Act") or the Polish Act on Public Offerings ("Offering Act").

Investment in shares listed on NewConnect
Any investor buying the Company's shares must be aware that this investment is considerably riskier than owning shares in a Company listed on the main market of the Warsaw Stock Exchange, or bonds, given that high volatility in the share price and low trading liquidity must be expected in the short and long term.

Currency risks relating to share price
The Company's shares will be quoted in PLN while the Company's financial results are derived and reported in CZK. Further, the registered capital of the Company and nominal value of Shares are also denominated in CZK. Significant fluctuations in the PLN/CZK exchange rate may have a material impact on the capital return to shareholders.

Share liquidity
The Company's series C shares have been publicly traded on the NewConnect market since 23 March 2011. It cannot be predicted if the Company's series A and B shares will be actively traded following their admission to trading on NewConnect. There is a significant risk that Company's shares may experience low trading volumes and selling large volumes of shares in a short period of time may be impeded.

Volatility of the share price
The trading price of the Shares could fluctuate significantly in response to quarterly variations in operating results, general economic outlook, adverse business developments, interest rate changes, or changes in financial estimates by securities analysts. Market conditions may affect the Shares regardless of the Company's operating results. Accordingly, the market price of the Shares may not reflect the underlying value of the Company's assets and operations, and the price at which investors may dispose of their Shares at any point in time may be influenced by a number of factors, only some of which may pertain to the Company while others of which may be outside the Company's control.

The market price of the Company's shares could decline due to sales of a large number of Shares in the market, or the perception that such sales could occur. Such sales could also, in the future, make it more difficult for the Company to offer equity securities at a time and at a price that are deemed appropriate.

The ability to bring an action against the Company may be limited under Czech law
The Company is a joint-stock company incorporated under the laws of the Czech Republic. The Statutes govern by Czech law and the rights of holders of Shares. These rights might differ from the rights of shareholders in other jurisdictions.

Shareholders may be diluted if they are unable to participate in future offerings
Because certain investors may be unable to participate in future offerings, their percentage shareholding may be diluted. Unless otherwise resolved by the general meeting or the Board by proxy and confirmed by the court, shareholders in Czech public companies, such as the Company, have pre-emptive rights proportionate to the aggregate amount of the Shares they hold with respect to new Shares being issued by the Company. For reasons relating to foreign securities laws or other factors, foreign investors may not be able to participate in a new issuance of Shares or other securities, and may face dilution as a result.

Participation at the General Shareholders Meetings of the Company
Participation at the general shareholders meeting of a Czech company through the submission of certificates issued by members of KDPW is not the same procedure as that recognized by Czech law and therefore, the participation may be challenged by the Czech notary.

Process of immobilization (dematerialization) of Czech certificated Shares under Polish law
The process of immobilization (dematerialization) is a cross-border process governed by both Czech and Polish law. The application of both legal regulations may result in legal uncertainty, especially from the Czech legal point of view.

Simultaneous application of Czech and Polish law

Two legal systems - Czech and Polish - may, from time to time, apply to the various legal processes related to the activities of the Company and/or to its Shares. Additional legal and/or operational risks may be connected to this situation. Because of the novelty and legal complexity and uncertainty involved, the Company's management may be currently unaware of certain legal and/or operational risks.

3.2 Management Comments and Analysis

The General Meeting held on June 3, 2014 at Prague approved the sale of the Company business to Unicorn Systems (Unicorn Systems a.s., ID: 251 10 853 , having its registered seat at Praha 3, V Kapslovně 2/2767, PSČ 130 00 , registered in the Commercial Register of the Municipal Court in Prague, Section B , File 4579).

Prior to that date, the team focused on business continuity to keep serving customers in the context of the due diligence process.

3.3 Total Amount of Remuneration of all Members of the Management Board and the Supervisory Board

The members of the Management Board and Supervisory Board received following remuneration: none.

3.4 Authorised Advisor Remuneration

Authorised Advisor received following remuneration for performace of services:

	Current Period CY 2015			Previous Period CY 2014		
In Thousands	CZK	EUR	PLN	CZK	EUR	PLN
Capital Solutions ProAlfa Sp. z o.o.	0.00	0.00	0.00	0.00	0.00	0.00

3.5 Statutory Auditor Remuneration

Statutory Auditor received following remuneration for performance of services:

	Current Period CY 2015			Previous Period CY 2014		
In Thousands	CZK	EUR	PLN	CZK	EUR	PLN
ACCOR, s.r.o.	20.00	0.73	3.01	20.00	0.72	3.05

3.6 NewConnect's Good Practices applied and not applied in 2015

Statement of Innovative Commerce a.s. in compliance with the company rules contained in Annex No. 1 to Resolution No. 293/2010 of the Warsaw Stock Exchange Management Board dated 31 March 2010 " Best Practices of NewConnect Listed Companies".

	Rule	Yes/No/ Not applicable	Comments
1	A company should pursue a transparent and effective information policy using both traditional methods and modern technologies and state-of-the-art communication tools ensuring fast, secure, broad and interactive access to information. Using such methods to the broadest extent possible, a company should ensure adequate communication with investors and analysts, using for this purpose also modern methods of Internet communication, enable on-line broadcasts of General Meetings over the Internet, record General Meetings, and publish the recordings on the company website.	No	We haven't applied yet any on-line broadcasting technology. We use the standard way of communication (web site, e-mail, telephone and optionally instant messaging tools)
2	A company should ensure effective access to information necessary to assess the company's situation and outlook as well as its operations.	Yes	Applied
3	A company should maintain a corporate website and publish:	Yes	Applied
3.1.	Basic information about the company and its business (home page);	Yes	Applied
3.2	Description of the issuer's business including indication of the issuer's business Segment generating the highest revenue;	Yes	Not Applied in 2015. No more business activity since June 2014.
3.3	Description of the issuer's market including indication of the issuer's market position;	Yes	Applied
3.4	Professional CVs of the members of the company's governing bodies;	Yes	Applied
3.5	Information known to the Management Board based on a statement by a member of the Supervisory Board on any relationship of a member of the Supervisory Board with a shareholder who holds shares representing not less than 5% of all votes at the company's General Meeting;	Yes	Applied
3.6	Corporate documents of the company: Statute, excerpt from the registry	Yes	Applied
3.7	Outline of the company's strategic plans;	N/A	N/A
3.8	Published financial targets for the current financial year including their assumptions and adjustments of such targets (if targets are published by the issuer);	Yes	We did not published any financial forecasts for 2015.
3.9	The issuer's shareholding structure including indication of the main shareholders and free-float shares;	Yes	Applied
3.1	Personal and contact data of the company's officer responsible for investor relations and media contacts;	Yes	Applied
3.11	*Deleted*		
3.12	Published current and periodic reports;	Yes	Applied
3.13	Dates of planned publication of periodic financial reports, General Meetings, meetings with investors and analysts and press conferences;	Yes	Applied
3.14	Information on corporate events such as payment of the dividend, or other events leading to the acquisition or limitation of rights of a shareholder, including the deadlines and principles of such operations. Such information should be published within a timeframe enabling investors to make investment decisions;	Yes	Applied
3.15	*Deleted*		
3.16	Shareholders' questions on issues on the agenda submitted before and during a General Meeting together with answers to those questions;	Yes	Applied
3.17	Information about the reasons for cancellation of a General Meeting, change of its date or agenda together with grounds;	Yes	Applied
3.18	Information about breaks in a General Meeting and the grounds of those breaks;	Yes	Applied
3.19	Information about the entity which signed an Authorised Adviser Service Agreement with the company, including the name, the website address, telephone numbers and e-mail addresses of the Adviser;	Yes	Applied
3.2	Information about the entity acting as animator of the issuer's shares;	Yes	Applied
3.21	Information document (issue prospectus) of the company published within the last 12 months;	Yes	Applied

	Rule	Yes/No/ Not applicable	Comments
3.22	*Deleted*		
Information presented on the website should be provided in a way enabling easy access to such information. An issuer should update information presented on the website. If new significant information is available or information presented on the website changes significantly, it should be updated immediately.			
4	A company should publish its corporate website in Polish or in English, at the issuer's discretion. Current and periodic reports should be published on the website in the same language in which they are published according to regulations applicable to the issuer.	Yes	Applied
5	A company should pursue an information policy with a particular emphasis on the needs of individual investors. For this purpose, in addition to its corporate website, the company should use its individual investor relations section on the website www.wseinfospace.pl	Yes	Applied
6	An issuer should maintain on-going contacts with representatives of the Authorised Adviser in order to enable it to properly perform its obligations towards the issuer. The company should appoint a person responsible for contacts with the Authorised Adviser.	Yes	Applied
7	If an event occurs in the company, which, in the opinion of the issuer, has material significance to the performance of obligations by the Authorised Adviser, the issuer should immediately inform the Authorised Adviser thereof.	Yes	Applied
8	An issuer should give the Authorised Adviser access to all documents and information necessary to perform the obligations of an Authorised Adviser.	Yes	Applied
9	In the annual report the issuer should publish:		
9.1	Information about the total amount of remuneration of all members of the Management Board and the Supervisory Board;	Yes	Applied
9.2	Information about the fee paid by the issuer to the Authorised Advisor in respect of all services provided to the issuer.	Yes	Applied
10	Members of the Management Board and the Supervisory Board who can answer questions asked at the General Meeting should attend a General Meeting.	Yes	Applied
11	An issuer in co-operation with the Authorised Adviser should organise meetings with investors, analysts and the media open to the public at least 2 times per year.	Yes	Not Applied in 2015. No more business activity since June 2014.
12	A resolution of the General Meeting concerning an issue of shares with subscription rights should specify the issue price or the mechanism of setting it or obligate the competent body to set it before the date of subscription rights within a timeframe enabling an investment decision.	Yes	
13	Resolutions of the General Meeting should allow for a sufficient period of time between decisions causing specific corporate events and the date of setting the rights of shareholders pursuant to such events.		
13a	If the Management Board of an issuer is notified by a shareholder who holds at least a half of the share capital or at least a half of all votes in the company that the issuer has summoned an extraordinary General Meeting pursuant to Article 399 § 3 of the Code of Commercial Partnerships and Companies, the Management Board of the issuer shall immediately perform actions it is obliged to take in organising and conducting a General Meeting. This principle shall also apply where the registration court authorises shareholders to summon an extraordinary General Meeting pursuant to Article 400 § 3 of the Code of Commercial Partnerships and Companies."	N/A	The capital structure can't create such a situation
14	The date of setting the right to dividend and the date of dividend payment should be set so to ensure the shortest possible period between them, in each case not longer than 15 business days. A longer period between these dates requires detailed grounds.	Yes	Applied

	Rule	Yes/No/ Not applicable	Comments
15	A resolution of the General Meeting concerning a conditional dividend payment may only contain such conditions whose potential fulfilment must take place before the date of setting the right to dividend.	Yes	Applied
16	An issuer should publish monthly reports within 14 days after the end of each month. Monthly reports should include at least the following: • information on trends and events occurring in the issuer's market environment which, in the opinion of the issuer, could in future have significant effects to the financial standing and the financial results of the issuer; • list of all information published by the issuer in the form of current reports in the reporting period; • information about achievement of the goals of an issue if they were achieved at least partly in the reporting period; • dates important to investors including events planned in the coming month concerning the issuer and important from the perspective of investor rights, including in particular dates of publication of periodic reports, planned General Meetings, opening of subscriptions, meetings with investors or analysts and expected dates of publication of analytical reports.	Yes	Applied
16a	If an issuer is in breach of the reporting obligation set out in Exhibit 3 to the Alternative Trading System Rules ("Current and Periodical Information in the Alternative Trading System on the NewConnect Market"), the issuer shall immediately publish information explaining the situation pursuant to the procedure applicable to providing current reports on the NewConnect market."	Yes	Applied
17	*Deleted*		

3.7 Summary of Information Disseminated

Below is a summary of the key events which were important for the Issuer's business from 1 January until 31 December 2015 and which were reported in the EBI system:

No.19/2015: Publication dates of periodic reports in 2016.
No.18/2015: New abbreviated name „INNOCOMM", unchanged designation „ICM"
No.17/2015: Quarterly report for 2015 Q3.
No.16/2015: Information about the change of monthly reports publication.
No.15/2015: Change of company name.
No.14/2015: Quarterly report for 2015 Q2.
No.13/2015: The Minutes of the AGM of shareholders held on 8 July 2015.
No.12/2015: Convocation of the Annual General Meeting of Shareholders on 8 July 2015.
No.11/2015: Annual report for 2014.
No.10/2015: Change of the reporting date of the annual report.
No.9/2015: Quarterly report for 2015 Q1.
No.8/2015: Monthly Report for February 2015
No.7/2015: Quarterly Report Q4 2014
No.6/2015: Change of composition of the Board of Directors
No.5/2015: Change of composition of the Supervisory Board
No.4/2015: Monthly Report for January 2015
No.3/2015: Convening the Annual General Meeting of Shareholders and Draft of Resolutions
No.2/2015: Dates for the transmission of reports in 2015
No.1/2015: Monthly Report for December 2014

Below is a summary of the key events which were important for the Issuer's business after 31 December 2015 until the date of this report:

No.2/2016: Change in publication dates of periodic reports in 2016.
No.1/2016: Quarterly report for 2015 Q4.

3.8 Statement of Relations

Statement on relationship between the Supervisory Board Members and shareholders owning more than 5% of Company shares

According to the knowledge of the Management Board, following relations existed between the Supervisory Board Members and shareholders owning more than 5% of shares:

Shareholder	% of capital	Relations to the Company	Relation to the Supervisory Board Members
Solar Power to the People Cooperatief U.A.	50.78%	member of the Management Board	Same representant as the member of the Supervisory Board

Solar Power to the People Coöperatief U.A. is by performance of its duties as a member of the board of directors of the company iCom Vision Holding, a.s. represented by Mr. Georg Hotar.
Mr. Georg Hotar is also representing the company Solar Power to the People S.á.r.l by performance of his duties as a member of the supervisory board of the company iCom Vision Holding, a.s.

3.9 Proposal by the Management Board regarding the approval of the annual financial accounts and profit distribution proposal for the General Shareholder's Meeting

Approval of the annual financial accounts for 2015
The Management Board received (A) annual financial accounts for the period of 1 January 2015 – 31 December 2015, (B) the Auditor's Report prepared on May 19, 2016 regarding the audit of financial accounts of the Company, and (C) the Audited financial accounts of the Company prepared as of 31.12.2015.

The Company has generated a loss of CZK 140 thousand during the year 2015. The Auditor issued an unqualified opinion for the financial accounts.

The Management Board states that annual financial accounts were prepared in accordance with current regulation and expresses no objections. The Management Board recommends to the Shareholder Meeting to approve the annual financial accounts and the annual report.

Proposal of the financial result settlement for the year 2015
The Management Board recommends that Shareholder's Meeting approves the following proposal of the financial result settlement for the year 2015 for Innovative Commerce, a.s.:

Loss of CZK 140 thousand will be booked on account of outstanding loss.

3.10 Statement of the Management Board concerning financial statements and report on the Company's activity

Management Board's statement concerning reliability of prepared financial statements for the year 2015 and report on the Company activity

The Management Board declares that according to their best knowledge, annual financial statements were prepared in accordance with local regulations applicable to the Company in the Czech Republic and further declares that they present a true and fair view of the Company's property and financial situation and its financial results and that the report on the Report of the Management Board presents a fair view of the Company situation, including a description of basic exposures and risks.



Georg Hotar
On behalf of Solar Power to the People Coöperatief,
Member of the Management Board

3.11 Statement of the Management Board concerning the auditor

Management Board's statement concerning the entity entitled to audit the annual financial statement for the year 2015

The Management Board declares that the entity authorised to audit financial statements which audited annual financial statements was selected in accordance with legal regulations and that such entity and certified auditor who audited these statements met conditions to express their impartial and independent opinion on the audit, in accordance with relevant regulations of local law.



Georg Hotar
On behalf of Solar Power to the People Coöperatief,
Member of the Management Board

4. Financial Section

4.1 Audited Financial Statements for 2015

The tables below provide the audited financial statements of Innovative Commerce, a.s. in accordance with the Czech Accounting Standards for CY 2015.

Profit & loss statement:

In Thousands	Current Period CY 2015 1.1.2015 – 31.12.2015			Previous Period CY 2014 1.1.2014 – 31.12.2014		
	CZK	**EUR**	**PLN**	**CZK**	**EUR**	**PLN**
Revenues	**0.00**	**0.00**	**0.00**	**3,188.00**	**115.41**	**485.68**
From services incl. WIP	0.00	0.00	0.00	1,820.00	65.88	277.27
Other income	0.00	0.00	0.00	1,368.00	49.52	208.41
Expenses	**145.00**	**5.31**	**22.22**	**1,996.00**	**72.26**	**304.08**
Production consumption	131.00	4.80	20.08	2,291.00	82.94	349.02
Personnel expenses	14.00	0.51	2.15	696.00	25.20	106.03
Taxes and fees	0.00	0.00	0.00	4.00	0.14	0.61
Other expenses	0.00	0.00	0.00	-995.00	-36.02	-151.58
Operating profit (EBITDA)	**-145.00**	**-5.31**	**-22.22**	**1,389.00**	**50.28**	**211.61**
Depreciation of non-current assets		0.00	0.00	790.00	28.60	120.35
Financial income	13.00	0.48	1.99	0.00	0.00	0.00
Financial costs	8.00	0.29	1.23	573.00	20.74	87.29
EBIT	**-140.00**	**-5.13**	**-21.46**	**-171.00**	**-6.19**	**-26.05**
Interest revenue		0.00	0.00	0.00	0.00	0.00
Interest expenses		0.00	0.00	0.00	0.00	0.00
Profit/loss before taxation (EBT)	**-140.00**	**-5.13**	**-21.46**	**-171.00**	**-6.19**	**-26.05**
Income tax	0.00	0.00	0.00	0.00	0.00	0.00
Profit/loss of the period (Net income)	**-140.00**	**-5.13**	**-21.46**	**-171.00**	**-6.19**	**-26.05**

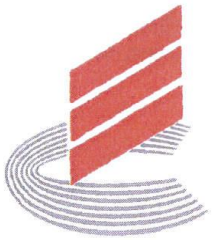
Note: Exchange rates provided by the Czech National Bank

Balance sheet statement:

In Thousands	Current Period CY 2015 1.1.2015 – 31.12.2015			Previous Period CY 2014 1.1.2014 – 31.12.2014		
	CZK	**EUR**	**PLN**	**CZK**	**EUR**	**PLN**
Non-current assets	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
a. Intangible fixed assets	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
b. Tangible fixed assets	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
PPE – Land	0.00	0.00	0.00	0.00	0.00	0.00
PPE – Other equipment	0.00	0.00	0.00	0.00	0.00	0.00
PPE – Assets in progress	0.00	0.00	0.00	0.00	0.00	0.00
Adjustment to acquired assets	0.00	0.00	0.00	0.00	0.00	0.00
c. Financial assets	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Investment in associates	0.00	0.00	0.00	0.00	0.00	0.00
Other Investments	0.00	0.00	0.00	0.00	0.00	0.00
Current assets	**427.00**	**15.80**	**67.35**	**534.00**	**19.26**	**82.26**
Work in progress	0.00	0.00	0.00	0.00	0.00	0.00
Cash and cash equivalents	10.00	0.37	1.58	534.00	19.26	82.26
Trade and other receivables	417.00	15.43	65.77			
Tax receivables	0.00	0.00	0.00	0.00	0.00	0.00
Accruals	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL ASSETS	**427.00**	**15.80**	**67.35**	**534.00**	**19.26**	**82.26**
Equity	**371.00**	**13.73**	**58.52**	**515.00**	**18.58**	**79.33**
Issued share capital	4,063.00	150.34	640.85	4,063.00	146.55	625.85
Share premium	15,000.00	555.04	2,365.93	15,000.00	541.03	2,310.54
Legal Reserve fund	0.00	0.00	0.00	0.00	0.00	0.00
Retained earnings	0.00	0.00	0.00	0.00	0.00	0.00
Accumulated losses	-18,552.00	-686.48	-2,926.18	-18,377.00	-662.83	-2,830.71
Loss current year	**-140.00**	**-5.18**	**-22.08**	**-171**	**-6.17**	**-26.34**
Liabilities	**56.00**	**2.07**	**8.83**	**20.00**	**0.72**	**3.08**
a. Reserves	0.00	0.00	0.00	0.00	0.00	0.00
b. Non-current liabilities	0.00	0.00	0.00	0.00	0.00	0.00
Bank loan	0.00	0.00	0.00	0.00	0.00	0.00
Long-term payables	0.00	0.00	0.00	0.00	0.00	0.00
c. Current liabilities	56.00	2.07	8.83	20.00	0.72	3.08
Trade and other payables	56.00	2.07	8.83	18.00	0.65	2.77
Bank loan	0.00	0.00	0.00	0.00	0.00	0.00
Other loans	0.00	0.00	0.00	0.00	0.00	0.00
Tax payables	0.00	0.00	0.00	2.00	0.07	0.31
d. Accruals	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL EQUITY & LIABILITIES	**427.00**	**15.80**	**67.35**	**534.00**	**19.26**	**82.26**

Note: Exchange rates provided by the Czech National Bank

4.2 Auditor's Report to the Financial Statements



ACCOR, s.r.o
Ohradní 61, Praha 4
Authorization of the Chamber of Auditors
of the Czech Republic No. 110
Company Registration No 611 69 315

Auditor's Report

on Financial Statements

on the date of 31 December 2015

Innovative Commerce a.s.

Innovative Commerce a.s.

Varšavská 715/36
120 00 Praha 2 List 1

Independent Auditor's Report
on Financial Statements for the year 2015

Recipients of the Report: Shareholders of the Company

Trade name: Innovative Commerce a.s.
based at Varšavská 715/36, 120 00 Praha 2
registered in the Companies Register at the Municipal Court in Prague,
Part B, Entry 16444

Company Id No. 247 29 353

Subject of business: production, trade and services not specified in Anexes 1 – 3 of Licensing Act

Audit period: FY 2015

Subject and purpose of audit:
Financial Statements as of 31 December 2015 in accordance with Accounting Act No. 563/1991 Coll., Decree No. 500/2002 Coll., which implements certain provisions of Accounting Act No. 563/1991 Coll., as amended, for accounting entities that are businesses maintaining double-entry bookkeeping and Czech Accounting Standards

Auditors: ACCOR s.r.o.
based at Ohradní 61, 140 00 Prague 4
registered in the Companies Register at the Municipal Court in Prague,
Part C, Entry 48144
Authorization of the Chamber of Auditors of the Czech Republic No. 110

Statutory Auditor: JUDr. Jana Fialová
Authorization of the Chamber of Auditors of the Czech Republic No. 2087

Report date: 19 May 2016

Annexes: Balance Sheet, Full Income Statement, Notes to the Financial Statements

We have audited the enclosed financial statements of Innovative Commerce a.s., which consists of the balance sheet as at 31 December 2015, the profit and loss statement covering the period from 1 January to 31 December 2015, and the appendix to the final accounts containing the summary of the relevant accounting rules and other explaining information.

Statutory Body's Responsibility for the Financial Statements

The Statutory Body is responsible for the preparation of the financial statements that give a true and fair view in accordance with Czech accounting legislation and for such internal controls as the Statutory Body determines is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Act on Auditors, International Auditing Standards and the related application clauses of the Chamber of Auditors of the Czech Republic. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatements. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Auditor's statement

Without express a qualified opinion, we note the fact that the financial statements at 31 December 2015 show operational result for the year 2014 -140 thous. CZK. Company loss in the accumulated amount is 18.692 thous. CZK. The equity of the company has dropped below the one half of the share capital. We recommend the management of the company to adopt in the following period such measures to be calling into question the assumption of going concern.

In our opinion, the interim financial statements provide a true and fair description of the financial position of iCom Vision Holding, a.s. at 31 December 2015, and the financial performance for the period from 1 January to 31 December 2015 in all relevant respects, in accordance with Accounting Act No. 563/1991 of the Coll. and the Czech Accounting Standards.

In Prague on 19 May 2016

ACCOR, s.r.o.
Ohradní 61, Prague 4
Authorization of the Chamber of Auditors
Czech Republic No. 110

ACCOR s.r.o. osvědčení KA ČR č. 110 IČ: 61169315

JUDr. Jana Fialová
Authorization of the Chamber
of Auditors of the Czech of the
Republic No. 2087

Uspořádání a označení dle vyhlášky č. 500/2002 Sb.

Účetní jednotka doručí účetní závěrku současně s doručením daňového přiznání za daň z příjmů

1x příslušnému finančnímu úřadu

BALANCE SHEET
in full form
31.12.2015

(in thousands of CZK)

Year	Month	Id.No.
2015	12	24729353

Obchodní firma nebo jiný název účetní jednotky

Innovative Commerce a.s.

Sídlo nebo bydliště účetní jednotky a místo podnikání liší-li se od bydliště

Varšavská 715/36
Praha 2
120 00
Česká republika

Ref. a	ASSETS b	Line c	Current Accounting Period Gross 1	Adjustment 2	Net 3	Prev.Acc.Period Net 4
	TOTAL ASSETS (l. 02 + 03 + 31 + 63) = l. 67	01	427	0	427	534
A.	Receivables from subscriptions	02	0	0	0	0
B.	Fixed assets (l. 04 + 13 + 23)	03	0	0	0	0
B. I.	Intangible fixed assets (l. 05 to 12)	04	0	0	0	0
B. II.	Tangible fixed assets (l. 14 to 22)	13	0	0	0	0
B. III.	Long-term investments (l. 24 to 30)	23	0	0	0	0
C.	Current assets (l. 32 + 39 + 48 + 58)	31	427	0	427	534
C. I.	Inventories (l. 33 to 38)	32	0	0	0	0
C. II.	Long-term receivables (l. 40 to 47)	39	0	0	0	0
C. III.	Short-term receivables (l. 49 to 57)	48	417	0	417	0
9.	Other receivables	57	417	0	417	0
C. IV.	Financial assets (l. 59 to 62)	58	10	0	10	534
C. IV. 1.	Cash in hand	59	9	0	9	10
2.	Bank accounts	60	1	0	1	524
D. I.	Accruals and deferrals (l. 64 to 66)	63	0	0	0	0

ACCOR s.r.o. Osvědčení KA ČR č. 1115 IČ: 61159315

Ref. a	LIABILITIES b	Line c	Balance in the Current Accounting Period 5	Balance in the Previous Accounting Period 6
	TOTAL LIABILITIES (l. 68 + 85 + 118) = l. 01	67	427	534
A.	Equity (l. 69 + 73 + 78 + 81 + 84)	68	371	515
A. I.	Share capital (l. 70 to 72)	69	4 063	4 063
A. I. 1.	Share capital	70	4 063	4 063
A. II.	Capital contributions (l. 74 to 77)	73	15 000	15 000
A. II. 1.	Share premium	74	15 000	15 000
A. III.	Reserve funds, non-distributable reserves and other reserves (l. 79 to 80)	78	0	0
A. IV.	Retained earnings from prior years (l. 82 + 83)	81	-18 552	-18 377
2.	Loss from prior years	83	-18 552	-18 377
A. V.	Profit (loss) for the current year (+/-) [l. 01 - (69 + 73 + 78 + 81 + 85 + 118) = l. 60 P&L Statement	84	-140	-171
B.	External liabilities (l. 86 + 91 + 102 + 114)	85	56	19
B. I.	Provisions (l. 87 to 90)	86	0	0
B. II.	Long-term liabilities (l. 92 to 101)	91	0	0
B. III.	Short-term liabilities (l. 103 to 113)	102	56	19
B. III. 1.	Trade payables	103	56	5
5.	Liabilities to employees	107	0	7
6.	Liabilities for social security and health insurance	108	0	5
7.	State - taxes payable and subsidies payable	109	0	2
B. IV.	Bank loans and borrowings (l. 115 to 117)	114	0	0
C. I.	Accruals (l. 119 + 120)	118	0	0

Date of origin:	Signed for the statutory body of the accounting unit or by a person, who forms the accounting unit
31.1.2016	

Legal form of the Accounting entity	Subject of business activities	Pozn:
joint-stock company		



Uspořádání a označení dle vyhlášky č. 500/2002 Sb.

Účetní jednotka doručí účetní závěrku současně s doručením daňového přiznání za daň z příjmů

1 x příslušnému finančnímu úřadu

PROFIT AND LOSS STATEMENT
in full form
31.12.2015

(in thousands of CZK)

Year	Month	Id.No.
2015	12	24729353

Obchodní firma nebo jiný název účetní jednotky

Innovative Commerce a.s.

Sídlo nebo bydliště účetní jednotky a místo podnikání liší-li se od bydliště

Varšavská 715/36
Praha 2
120 00
Česká republika

Reference a	TEXT b	Line c	Result in the accounting period current 1	previous 2
II.	Sales of production (I. 05 + 06 + 07)	04	0	1 820
II. 1.	Sales of own products and services	05	0	1 820
B.	Cost of sale (I. 09 + 10)	08	132	2 291
B.1.	Raw materials and consumables	09	0	23
2.	Services	10	132	2 268
+	Added value (I. 03 + 04 - 08)	11	-132	-471
C.	Staff costs (I. 13 až 16)	12	13	696
C.1.	Wages and salaries	13	0	359
2.	Remuneration of board members	14	10	170
3.	Social security and health insurance costs	15	3	167
D.	Taxes and charges	17	0	4
E.	Depreciation of long-term assets	18	0	37
G.	Increase / (decrease) in operating provisions and complex prepaid expenses	25	0	753
IV.	Other operating income	26	0	9
H.	Other operating charges	27	0	337
*	Operating result [I. 11 - 12 -17 - 18 + 19 - 22 - (+/-25) + 26 - 27 + (-28) - (-29)]	30	-145	-2 289
J.	Book value of securities and shares sold	32	0	25
X.	Interest income	42	13	0
N.	Interest charge	43	0	9
O.	Other financial costs	45	8	539
*	Financial result [I. 32+33+37-38+39-40+(+/-41)+42-43+44-45+(-46)-(-47)]	48	5	-573
**	Profit (loss) on ordinary activities (I. 30 + 48 - 49)	52	-140	-2 862
XIII.	Extraordinary income	53	0	1 359
R.	Extraordinary charges	54	0	-1 332
*	Extraordinary profit (loss) (I. 53 - 54 - 55)	58	0	2 691
***	Profit (loss) for the financial period (+/-) (I. 52 + 58 - 59)	60	-140	-171
****	Profit (loss) before taxation	61	-140	-171

Date of origin:	Signed for the statutory body of the accounting unit or by a person who forms the accounting unit
30.3.2015	

Legal form of the Accounting entity	Subject of business activities	Rozn:
joint-stock company		

Supplement to Financial Statements of
iCom Vision Holding, a.s.
as of 31. 12. 2015

The Supplement is prepared pursuant to Regulation No. 500/2002 Coll., as amended, which determines the contents of the financial statements for entrepreneurs. The data in the Supplement is based on bookkeeping papers of the accounting unit (bookkeeping documents, ledgers, and other bookkeeping papers) and other source data which the accounting unit has at its disposal. The monetary data items are reported in integer thousands of CZK unless stated otherwise.

The Supplement is prepared for the accounting period starting on 1. 1. 2015 and ending on 31. 12. 2015.

A: General data

1. Description of the accounting unit

Business name: Innovative Commerce a.s.
Registered office: Varšavská 715/36, 120 00 Prague 2

Legal form: joint-stock company **Id. No.** 247 29 353

Predominant business activity: activity in the field of information technology

Date of founding the company: 30. 8. 2010

The organization structure and its substantial changes during the period reported
- The company has not established internal units

Statutory and supervisory bodies:
Statutory body - Board of Directors
Solar Power to the People Coöperatief U.A.
Amsterdam, Barbara Strozzilaan 201, Netherland
Reg. No. 51462354
Represented by Georg Hotar

Supervisory Board
Solar Power to the People S.a.r.l.
L-2449 Luxembourg, 11 boulevard Royal, Luxembourg
Reg. No. B177602
Represented by Georg Hotar

The company employees and labour cost (II.3)

	Total number of employees		Out of them managers	
	Accounting period reported	Previous accounting period	Accounting period reported	Previous accounting period
Average number of employees	0	3	0	0
Wage cost	0	359	0	0
Rewards for members of the company statutory bodies	0	170	0	1
Total labour cost	**0**	**696**	**0**	**1**

4. Pecuniary and other consideration provided (II.4)
None

B: Applied accounting methods, general accounting principles and valuation methods *(III)*

The submitted Financial Statements of the company were prepared pursuant to Act No. 563/1991 Coll., Accounting Act, and Provision of the Ministry of Finance of the ČR which determines accounting methods and contents of financial statements for entrepreneurs.

1. Property valuation method (III.2.1)

1.1 Goods in stock

Booking of goods in stock *(III.2.1a)*
- No goods in stock were booked in the accounting period reported.

Stock-out movement booked: XXXX

Valuation of goods in stock *(III.2.1a) (3.2.3)* XXX

- Valuation method for internally produced stock:
  - No internally produced stock was booked in the accounting period reported.

- Valuation method for the purchased stock:
  - No purchased stock was booked in the accounting period reported.

1.2 Valuation of long-term tangible and intangible fixed assets produced internally *(III.2.1b)*
- No long-term tangible or intangible fixed assets produced internally were booked in the accounting period reported.

2. Changes in valuation, depreciation and booking methods (III.2.4)
No changes occurred at the accounting unit in the accounting period reported.

3. Provisions to property (III.2.5)
In 2015 were no provisions for receivables.

4. Depreciation (III.2.6)
Tangible assets are valued at the purchase price, which includes the price of the acquisition, transport costs, customs duty and other costs associated with the acquisition.
The cost of the technical evaluation of the long-term tangible assets increased its cost. Ordinary maintenance and repair shall be charged to the costs.

Depreciation is calculated on the basis of the unit cost and the estimated useful life of the asset. The estimated useful life is determined individually.

Tax depreciation – the method applied – linear

5. Foreign currency conversion into the Czech currency (III.2.7)
Foreign currencies were converted with the current exchange rate issued by the CNB.



6. Determination of the real value of the property and obligations valued with the real value (III.2.8)
The company did not apply valuation with the real value in the accounting period reported.

C: Additional information to the Balance Sheet and Profit/Loss Statement *(IV)*

1. Items significant for valuation of the company proprietary and financial situation (IV. 1)
None

1.1 Retrospective Income Tax assessment for previous accounting periods
None

1.2 Breakdown of deferred tax payable or receivable
The company did not record any deferred tax payable or receivable in the accounting period reported.

1.3 Breakdown of subsidies obtained for the purpose of investment or operations *None*

1.4 Shortage and excess of goods in stock None

2. Significant events that occurred during and after the date of the book-closing (IV. 2) *None*

3. Additional information to tangible and intangible fixed assets

3.1 Main groups of long-term tangible fixed assets *(IV.3.1a)*
The company did not record any long-term tangible fixed assets

3.2 Long-term intangible fixed assets *(IV.3.1b)*
The company did not record any long-term intangible fixed assets

3.3 Long-term tangible fixed assets acquired by way of finance lease *(IV.3.1c)*
At the end of the reporting period, the company had no assets acquisition in the form of financial leasing.

3.4. Total value of property not reported in the Balance Sheet *(IV.3.1e)*

The company did not record any property without reporting it in the Balance Sheet.

3.5 Breakdown of tangible fixed assets that are subject to a pledge *(IV.3.1f)*

The company did not have any fixed assets that were subject to a pledge

3.6 Summary of assets with a significant difference between the market and book value *(IV.3.1g)*
None

3.7 Long-dated proprietary securities and ownership interest *(IV.3.1h)*

The company did not record any proprietary securities or ownership interest

4. Equity capital (IV.3.3)

4.1 Profit distribution, or loss settlement *(IV.3.3b)*



Method of payment of the losses of the previous accounting period:
The company recorded in the accounts the loss of

- for the year 2010 – CZK 1.046.346,73
- for the year 2011 – CZK 11.426.495,62
- for the year 2012 – CZK 4.640.035,82
- for the year 2013 – CZK 1.263.580,63
- for the year 20134 – CZK 175.599,28

4.2. The capital of the company *(IV.3.3.c)*

Joint-stock company

Current period				
Type of shares	Number of shares	Nominal value CZK	Unpaid shares	Maturity period
Ordinary shares in physical form	2 031 500 pcs	2,-	0	XX

5. Accounts receivable and payable *(IV.3.2,3.4)*

5.1 Past-due accounts receivable *(IV.3.2a)*
- receivables – loans in amont of CZK 405.000

5.2 Past-due accounts payable *(IV.3.4a)*
- trade payables in amount of CZK 62.180

5.3 Other significant potential losses for which no reserves were created in the books *(IV.3.4)*
None

6. Reserves *(IV.3.5)*
The company did not create any reserves in the period reported

7. Revenue from normal business activities (IV.3.6)
None

8. Expenditures for research and development during the accounting period (IV.3.7)
None

9. Information on transformations *(IV.3.8)*
None

Prepared on	Prepared by	Statutory representative's signature
31.1.2016	Petra Zderadičková	Georg Hotar

5 Exchange Rates

Source: The Czech National Bank

The following exchange rates were applied as follows:

From	To	EOP 31.12.2015 Balance Sheet	CY 2015 Average Income Statement
01.01.2015	31.12.2015		
CZK/EUR		27.025	27.283
CZK/PLN		6.340	6.525

URL: http://www.cnb.cz/cs/index.html

6 Investor relations contact

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