



E • STAR

Growth Strategy (2011-2015)

March 7, 2011

"This strategy presentation and the associated discussion contain forward-looking statements, which by their nature involve risks and uncertainties because they relate to events and depend on circumstances that will or may not occur in the future. Those forward-looking statements may include, but are not limited to, those regarding, capital expenditure, investments, synergies, volumes and the effects of merger and acquisition activities of E-Star. Those risks, uncertainties and other factors include, but are not limited to changes in legal regulations, foreign exchange rates, political stability and economic growth. Many of these factors are beyond E-Star's ability to control or predict.

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- Summary
- E-Star today
- Our vision of energy markets
- Business model
- Growth strategy by country
- Implementation roadmap

E-Star will prevail as leader in alternative energy by 2015 within the Central and Eastern European region

Summary

	2011	2012	2013	2014	2015
Operations management	<ul style="list-style-type: none"> ERP and CRM system introduction Financial and operational controlling 	<ul style="list-style-type: none"> Group controlling E-learning knowledge base development Remote control DH systems 	<ul style="list-style-type: none"> Operating Management System Controlling cash costs 	<ul style="list-style-type: none"> Developed functional spikes Operational excellence through increased efficiency and cost control 	<ul style="list-style-type: none"> Enhancing capital discipline Business service center development
Corporate development	<ul style="list-style-type: none"> Extended board to support business development Polish company set-up Re-branding Re-financing 	<ul style="list-style-type: none"> Optimization of organization and internal processes Establishment of competency centers 	<ul style="list-style-type: none"> Country 4# company set-up Building new innovation capacities 	<ul style="list-style-type: none"> Improved project implementation and know-how transfer 	<ul style="list-style-type: none"> Country 5# company set-up Regional procurement & supply chain management Shared Value Creation (SVC)
Business development	<ul style="list-style-type: none"> Entry: Poland district heating Further expansion in Romania Growth return in Hungarian ESCO Biogas projects 	<ul style="list-style-type: none"> Further expansion in Poland and Romania First geothermic project in Hungary Expansion with industrial clients 	<ul style="list-style-type: none"> Entry: country #4 Entry into new segments within existing countries Building new industrial client portfolio 	<ul style="list-style-type: none"> Market consolidation in core segments New R&D projects, cutting edge solutions 	<ul style="list-style-type: none"> Entry: country #5 Regional consolidation Technology flagship in alternative energy within CEE
	Entering Poland	Consolidation	Entering country #4	Regional champion	

Summary

Production performance

Heat generation (2015)

12 PJ



Electricity generation (2015)

530 GWh



Financial result

CAPEX (2011-2015)

€ 215M



EBITDA (2015)

€ 53M



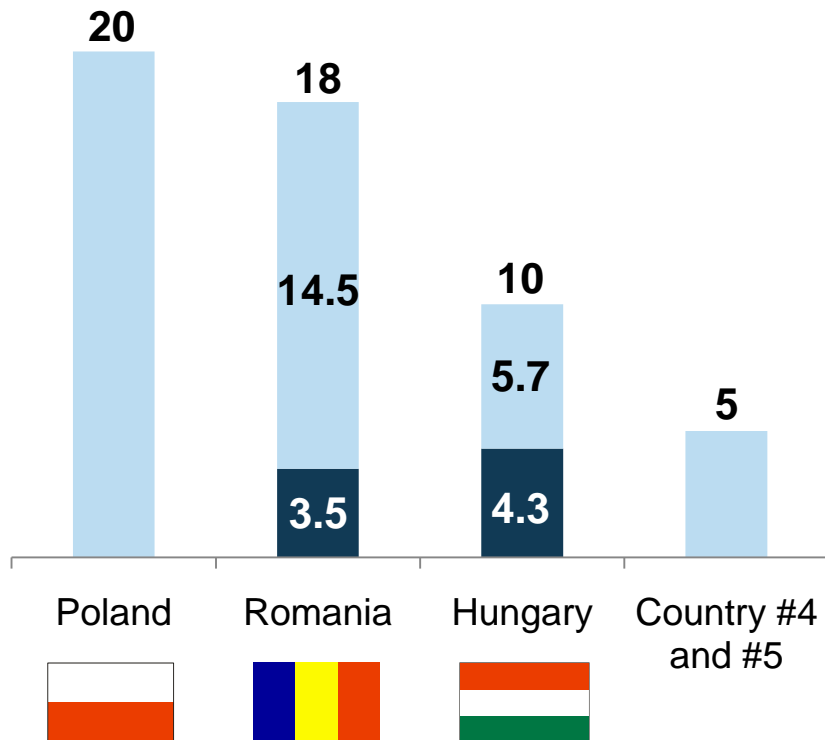
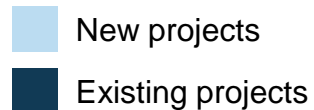
**CO₂ emission
reduction (2015)**

1.8M t

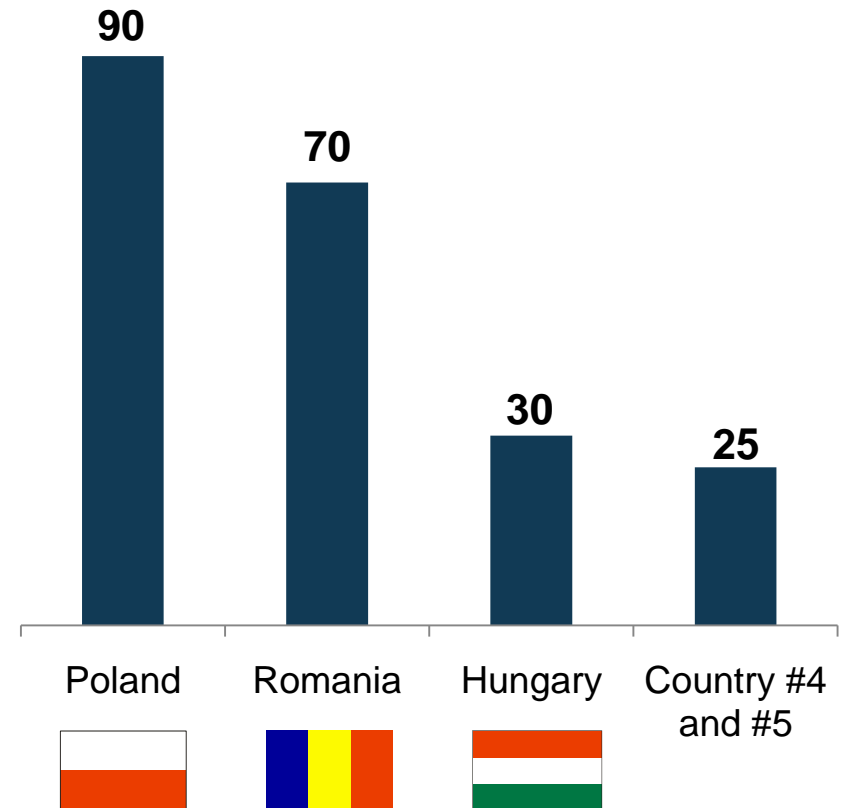
**Equivalent to 300 000 cars'
annual CO₂ emission**

Summary

EBITDA in 2015 (€ million)



Cumulative CAPEX by 2015 (€ million)



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E-Star today

Milestones



Client proposition

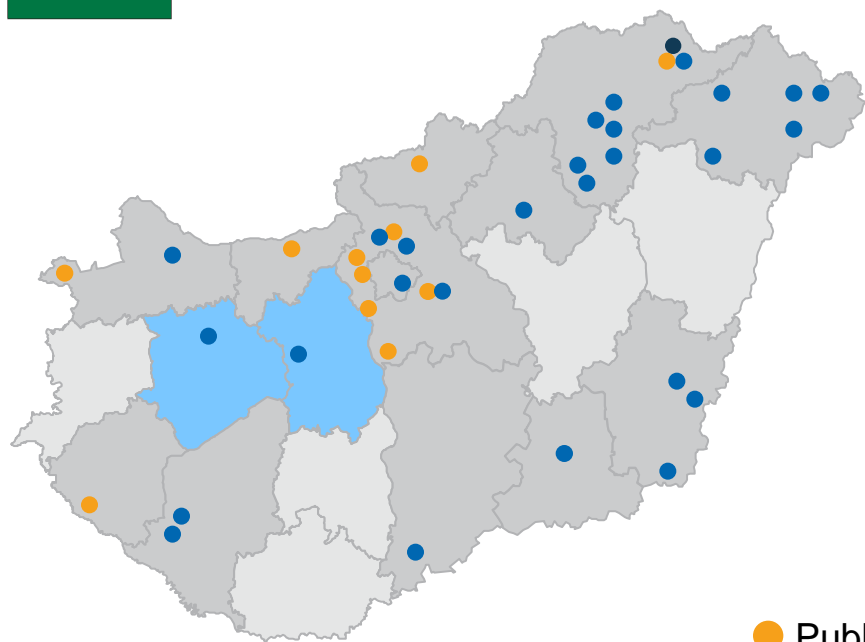
Segments	<ul style="list-style-type: none"> Efficient heating and district heating services Public lighting
Customers	<ul style="list-style-type: none"> Local governments and municipality buildings Governmental buildings Condominiums and private businesses Households (district heating)
Activities	<ul style="list-style-type: none"> Energy efficiency improvement through the modernization of heat production capacities Optimal energy-mix selection to support sustainability Distribution and transportation network development Investment management Operations and maintenance

E-Star today

	Opportunistic	Bundled	Integrated
Approach	<ul style="list-style-type: none"> Small number of institutions 	<ul style="list-style-type: none"> Large number of institutions grouped on county level 	<ul style="list-style-type: none"> Supplying institutions, residential and industrial consumers within a geographical area
	<ul style="list-style-type: none"> Boiler replacement 	<ul style="list-style-type: none"> Boiler replacement, insulation (planning and implementation) 	<ul style="list-style-type: none"> Efficiency improvement by diversifying primary energy mix, using local renewable energy sources
	<ul style="list-style-type: none"> No connection established among institutions' heating systems 	<ul style="list-style-type: none"> No connection established among institutions' heating systems 	<ul style="list-style-type: none"> „One stop shopping” - complex energy efficient solutions for municipalities and counties
Examples	School building in Fót (HU)	Veszprém county (HU)	Gheorgheni (RO)
Time frame	2000-2006	2007	2009-2010

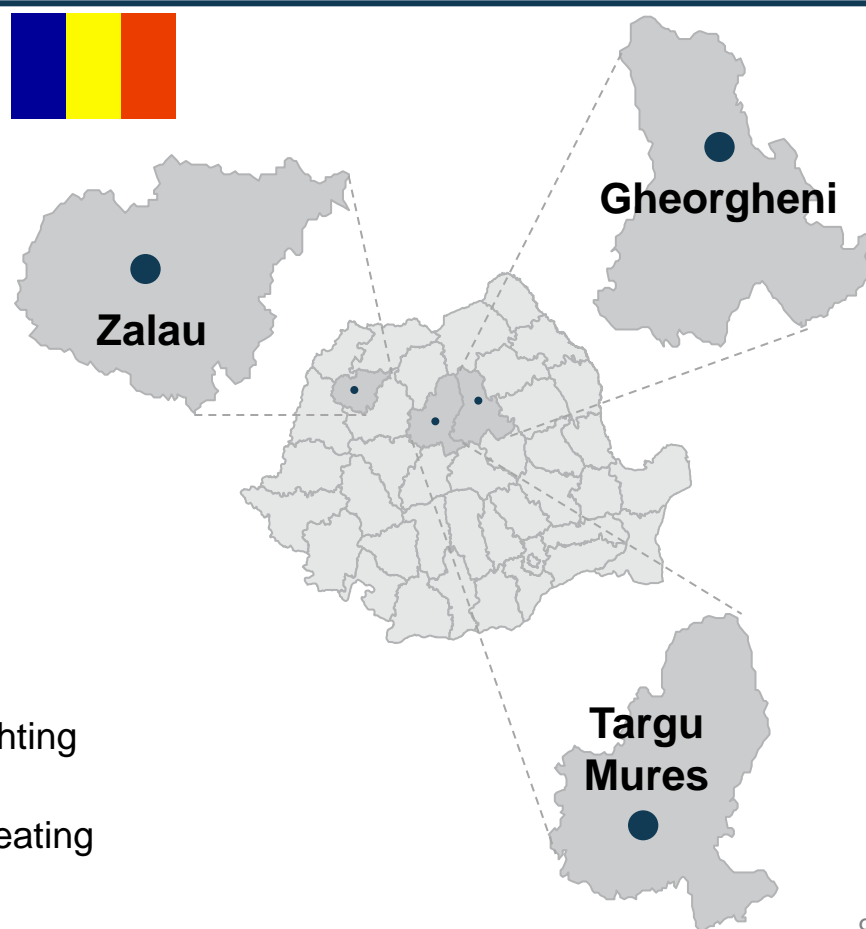
E-Star today

Cooperation with above 40 municipalities all over Hungary



- Public lighting
- ESCO
- District heating

Three district heating projects in Romania, supplying 13 ths HHs and ~100 institutions

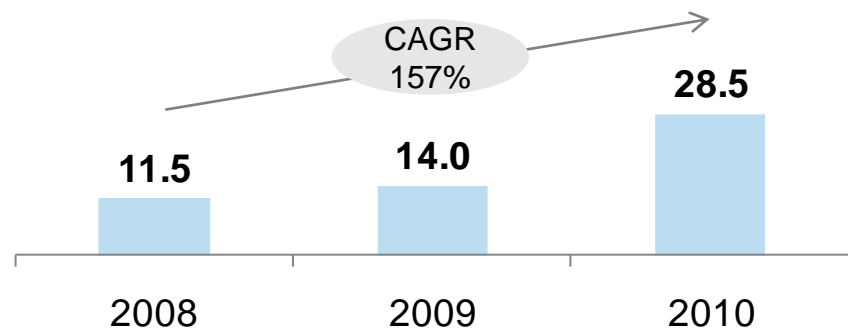


Outstanding financial performance despite crisis

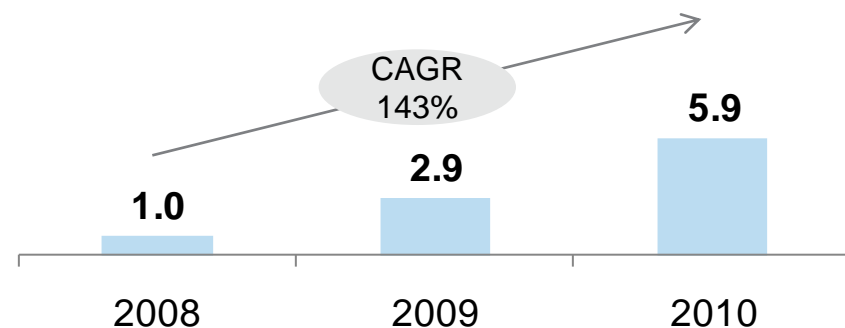
Revenue and profitability growing above 140% annually since 2008

E-Star today

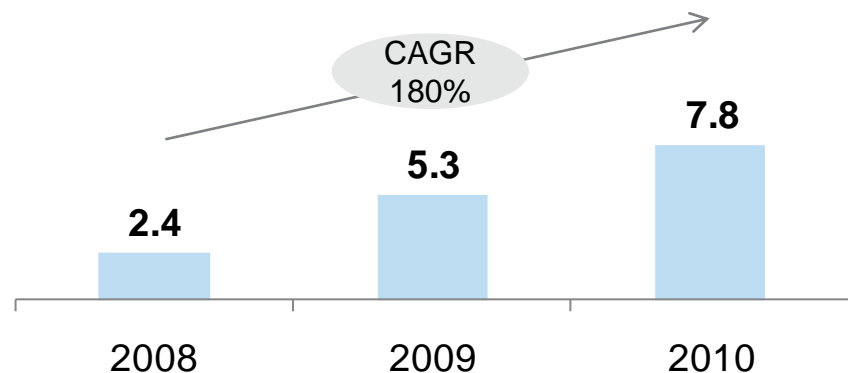
Revenue (mln EUR)



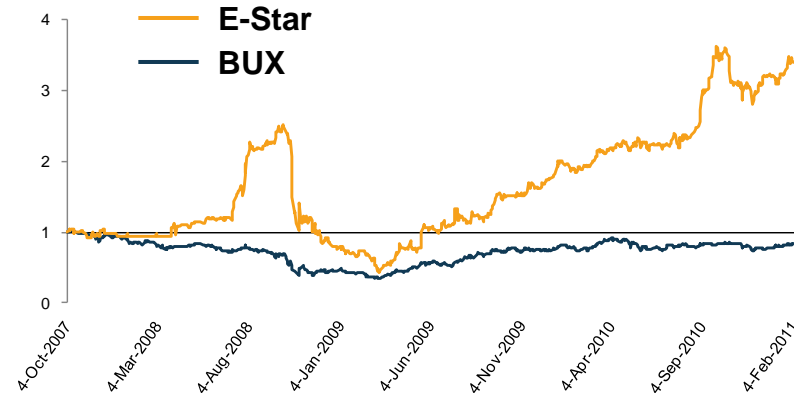
Net profit (mln EUR)



EBITDA (mln EUR)



E-Star and BUX price



E-Star today

Hungary

- „Team of Stock Exchange” (2009)
- Largest stock price increase (2010)
- BUX membership (2010)



- Pegasus price in market leader category (2010)



International

- World Finance TOP 100 (2010)
- Only member from CEE region
- Others include:
 - CitiGroup
 - Apple
 - Amazon
 - Coca Cola



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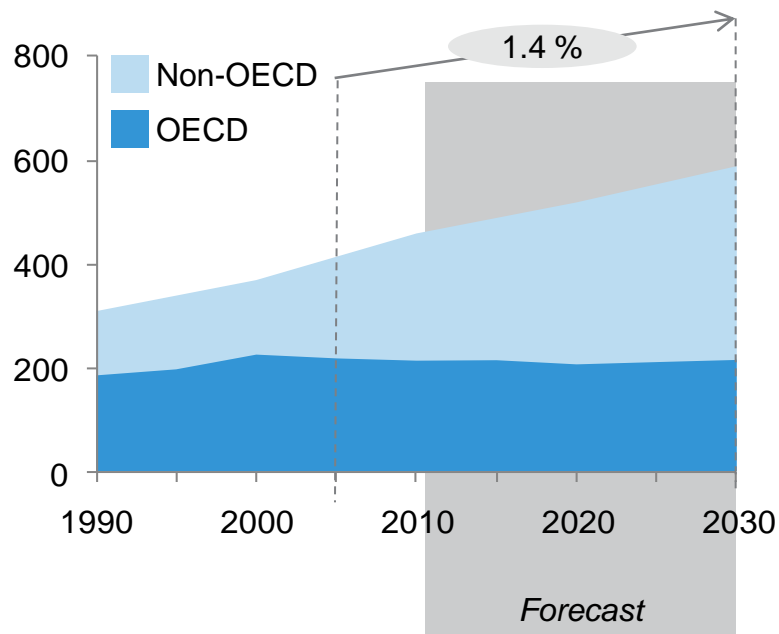
Our vision of energy markets

Energy demand will increase by ~1.4% annually

CO₂ emission will increase at smaller rate, by ~1.2% annually

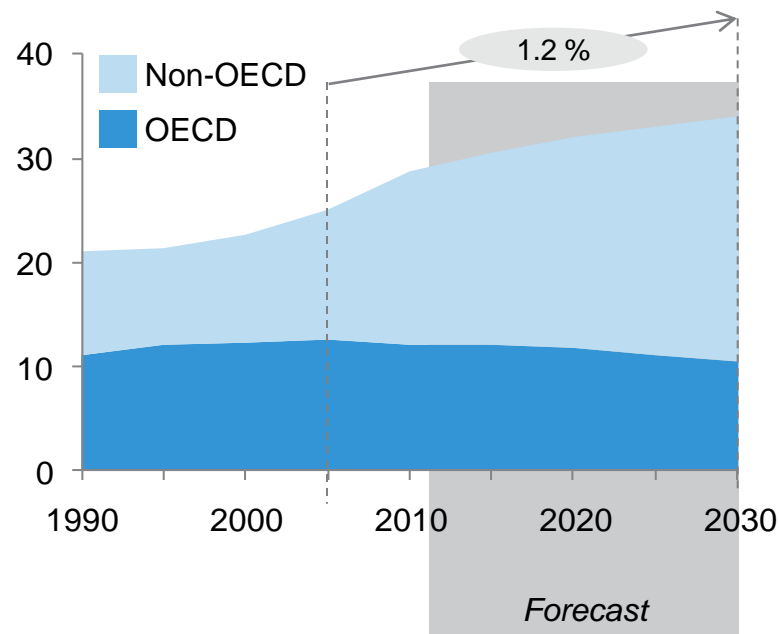
Global energy demand

10¹⁵ BTUs¹



Global energy-related CO₂ emission

Billion tons



1. BTU: British Thermal Unit

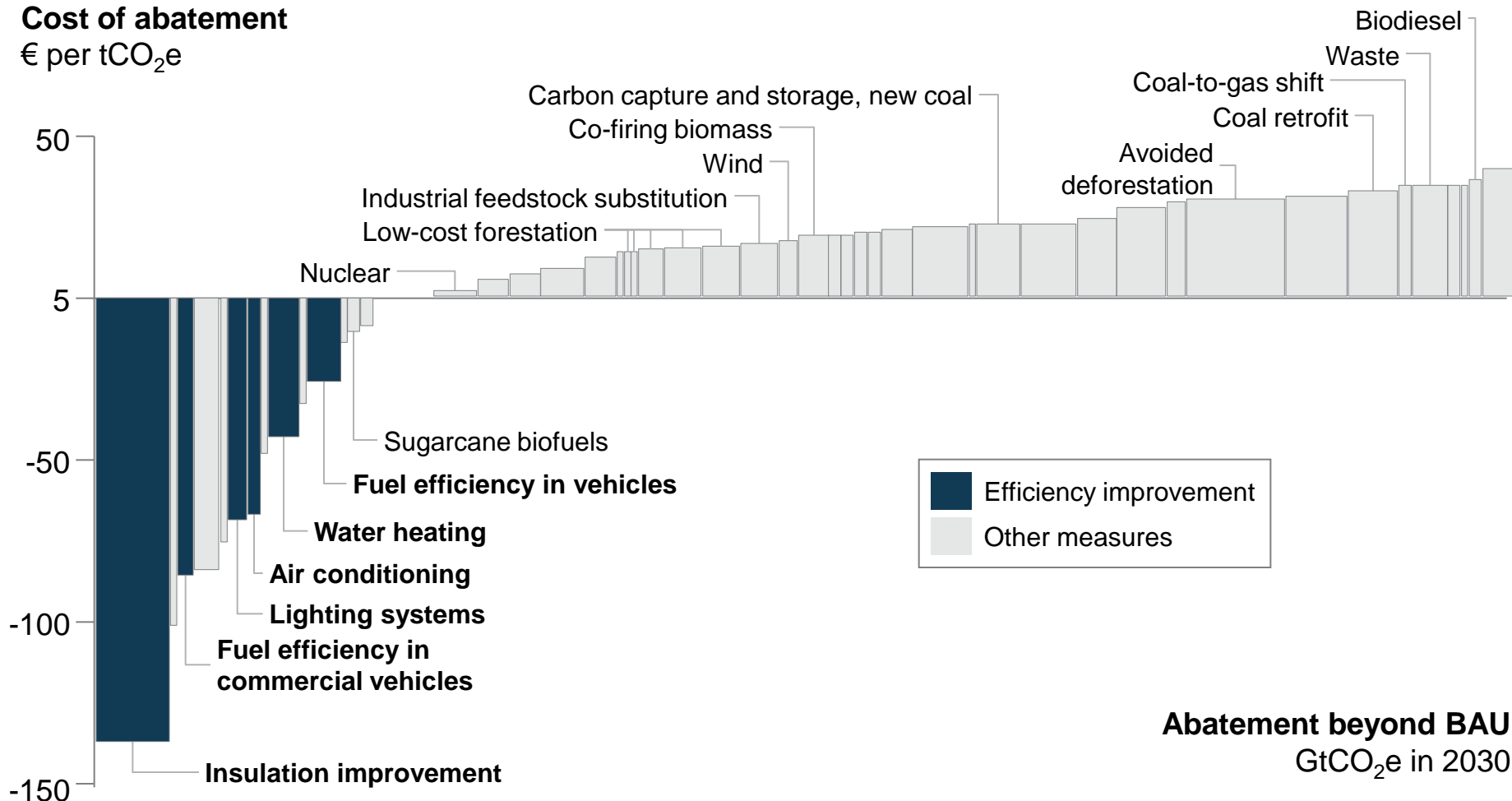
Source: ExxonMobil, The Outlook for Energy: A View to 2030 (2010)

Low hanging fruit in sustainable energy business: efficiency improvement

Our vision of energy markets

Cost of abatement

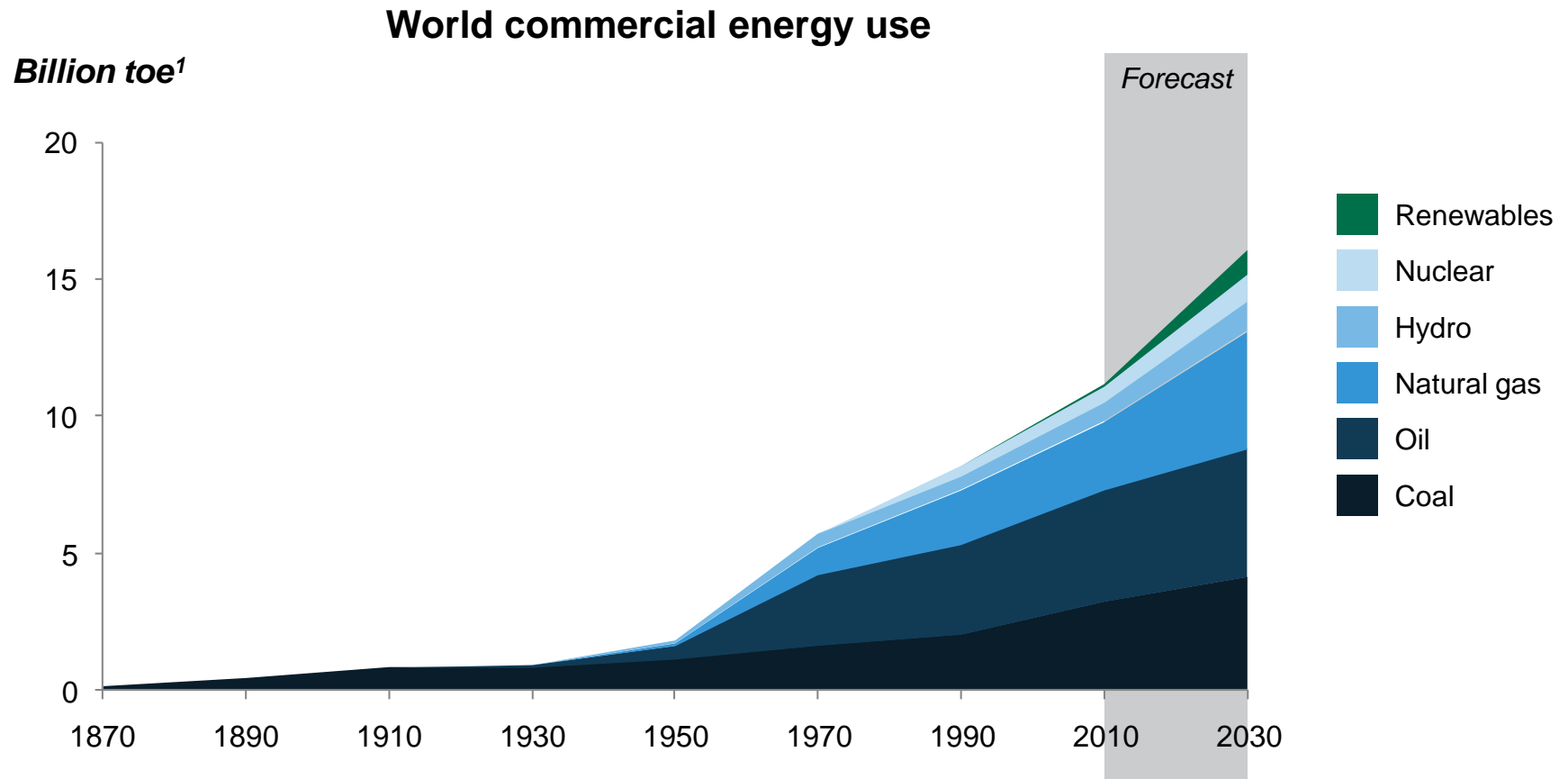
€ per tCO₂e



1. BAU: Business as usual 2. tCO₂e: Tonne of CO₂ equivalent

Source: McKinsey, A cost curve for greenhouse gas reduction (2007)

Our vision of energy markets



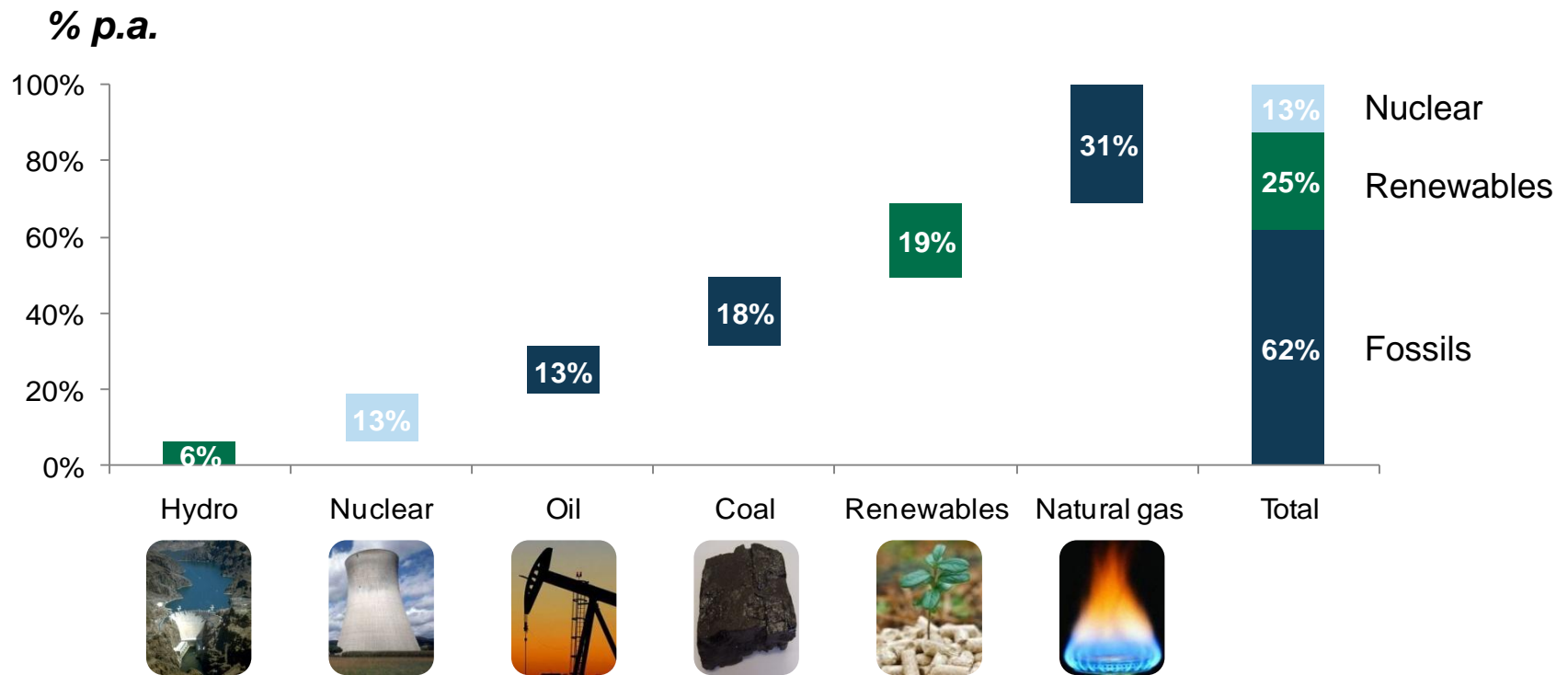
1. toe: tonne of oil equivalent

Source: BP, Energy Outlook 2030 (January 2011)

Both fossils and renewables will play important roles in energy supply

Our vision of energy markets

Contribution to total energy growth (2010-2030)



No one dominant source – solutions increasingly based on mix of local resources and fossil fuels

Traditional energy is about globalization, alternative energy is about localization

Our vision of energy markets

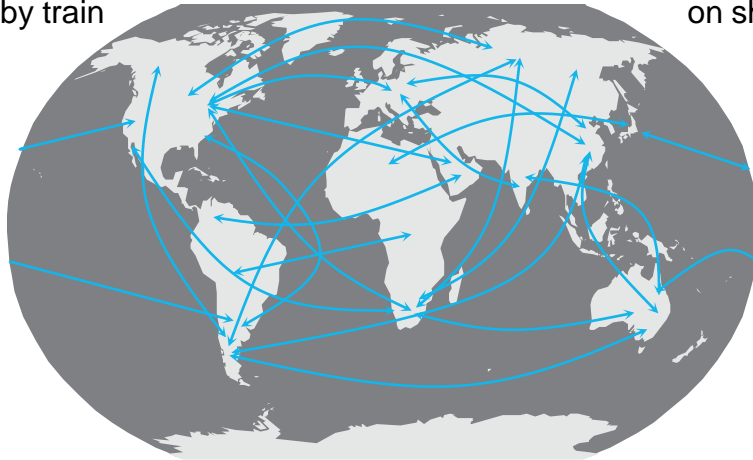
Traditional energy: transported globally



Coal
by train



LNG
on ship



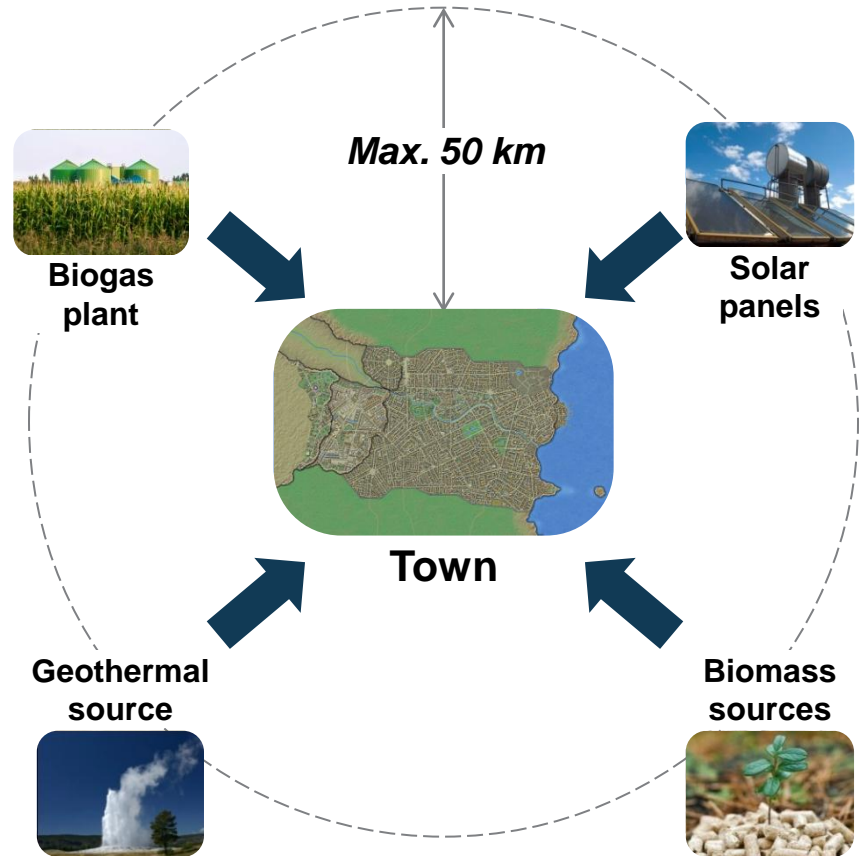
Oil
through pipes



Natural gas
through pipes

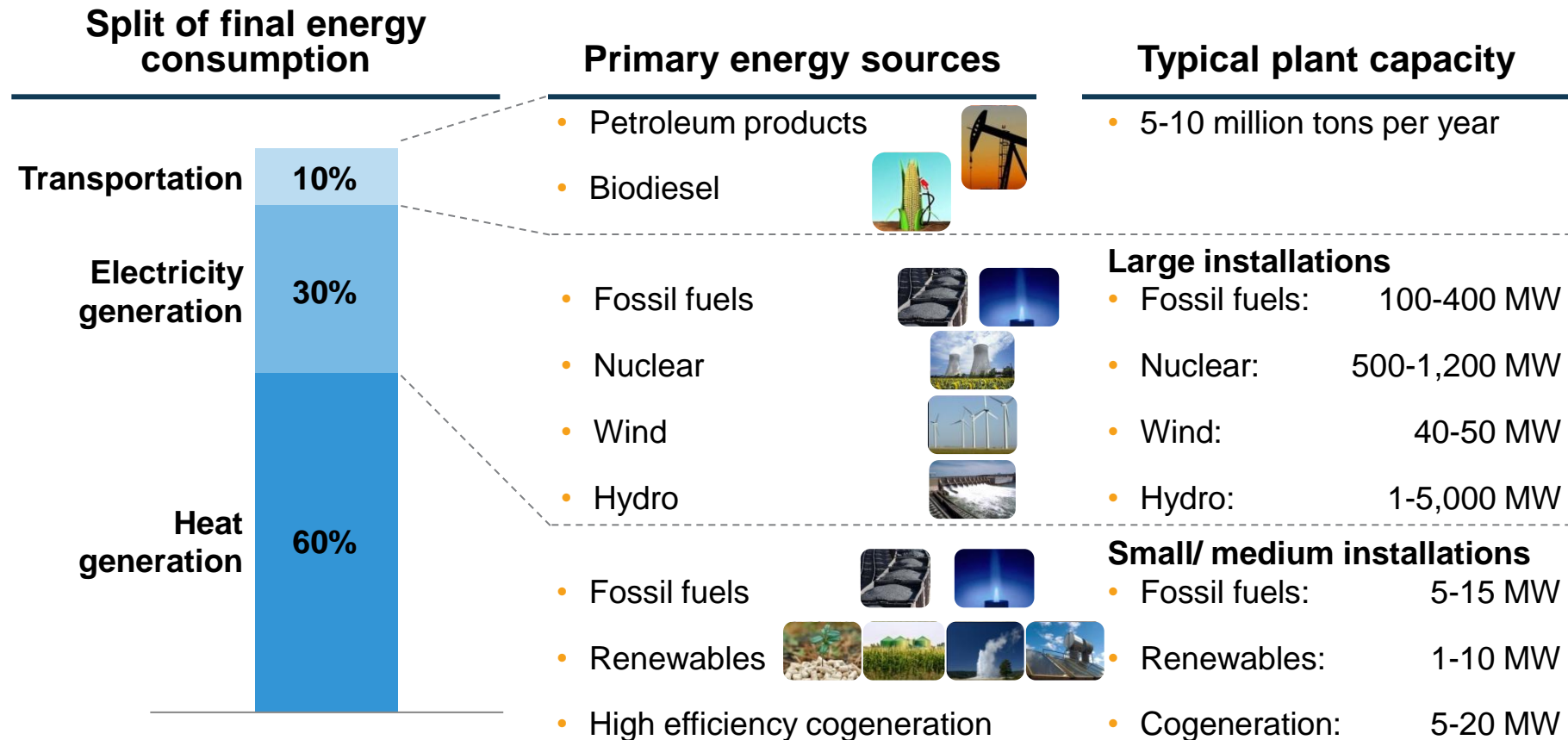


Alternative energy: utilized locally



Heat market is the most attractive segment for renewables

Our vision of energy markets



Locally available renewable energy sources should mostly be used in small/ medium capacity installations for heat production

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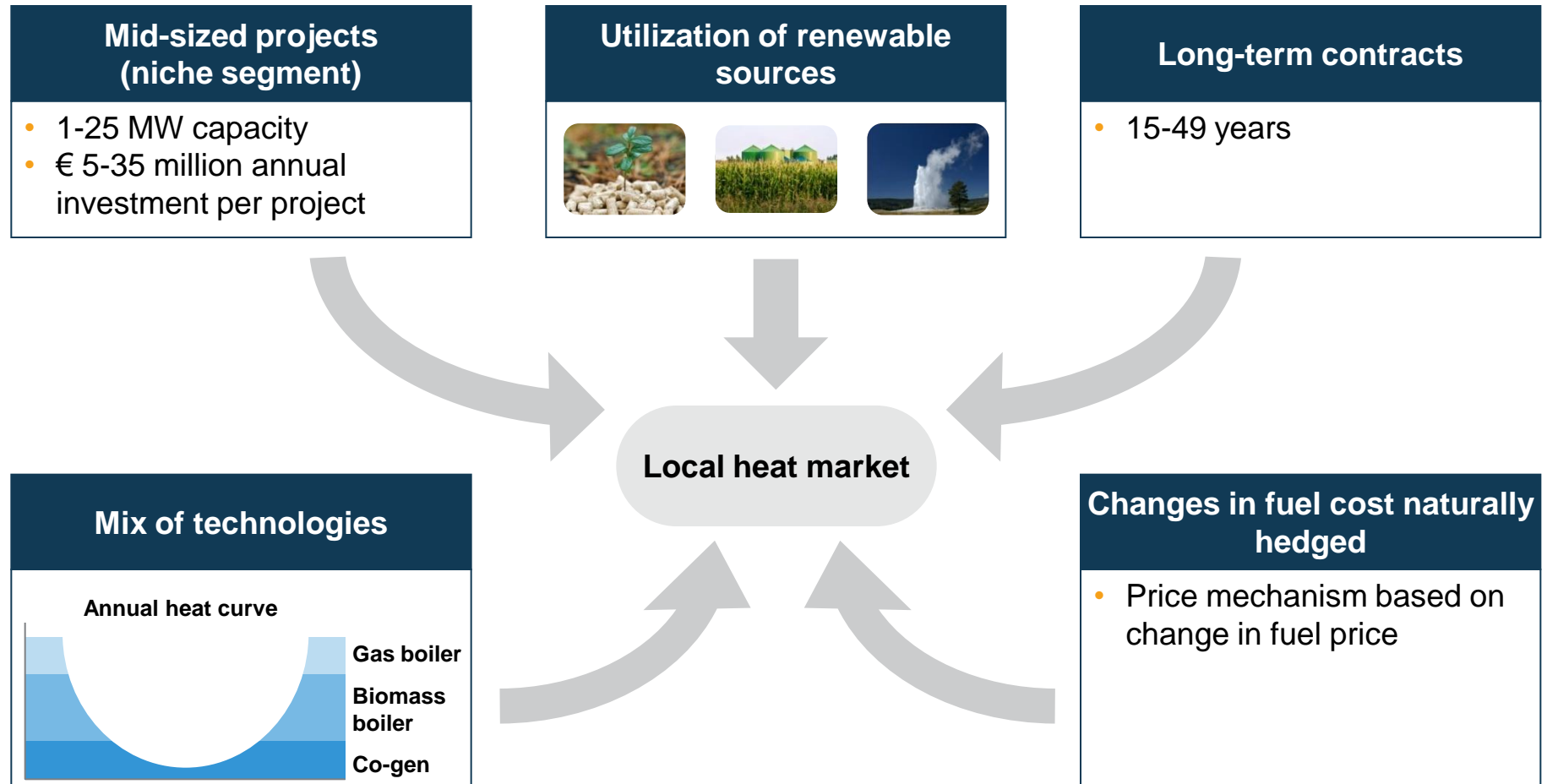
Business model

As a knowledge-based, alternative energy company, our mission is to create value for the present and future generations in an environmentally and economically sustainable way, through customized, innovative technical and business solutions.

Business model

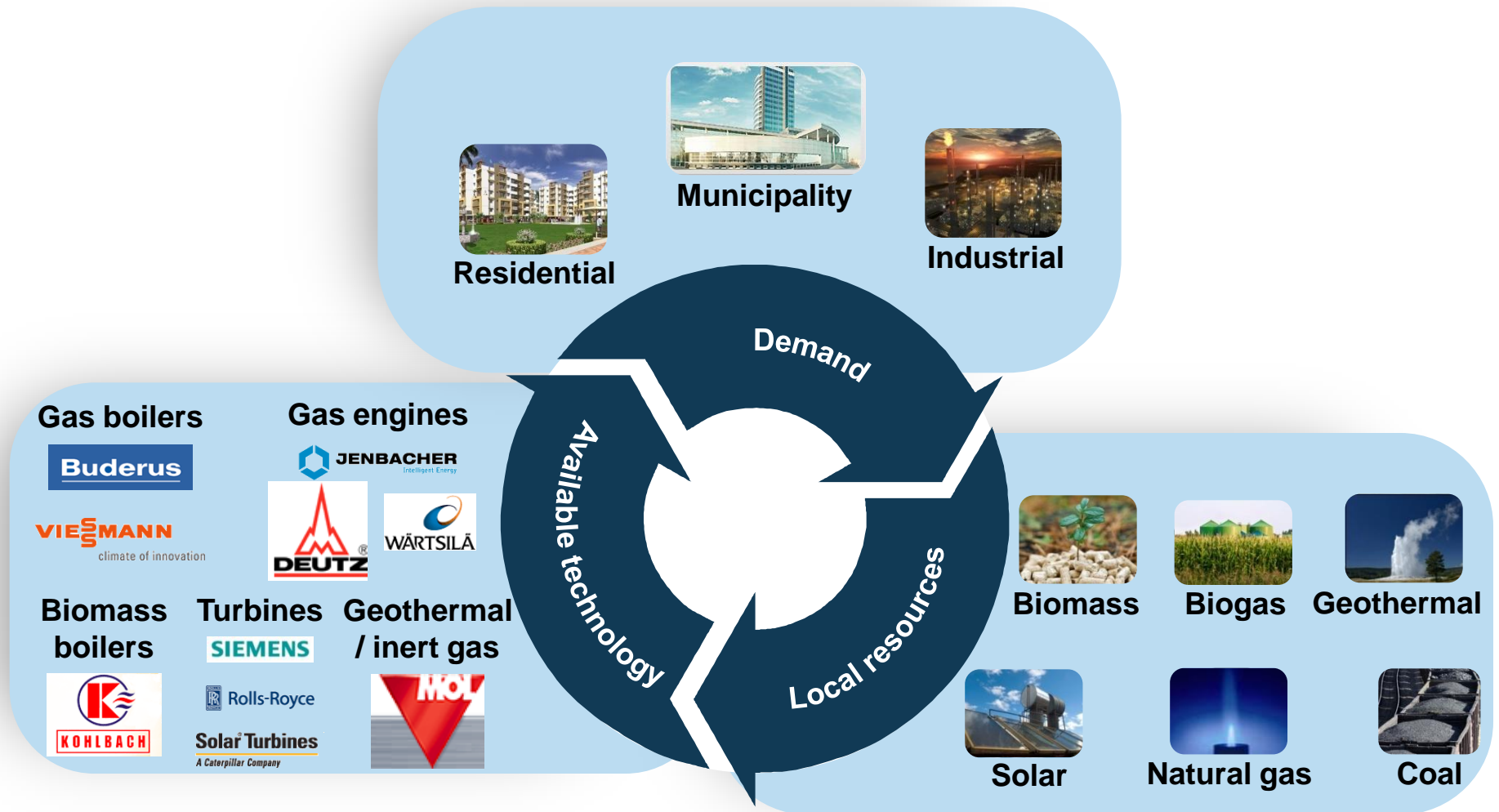
Our goal is to become a world-class alternative energy company active in 5 countries, with a € 500 million market capitalization. One that is highly recognized by the community of professionals, investors and customers as a benchmark for Central and Eastern Europe. With the use of conventional and renewable sources, and the deployment of alternative energy solutions we wish to contribute significantly to the reduction of environmental footprint by energy consumption.

Business model



E-Star's knowledge-based alternative energy business creates a keystone role for the company

Business model



Competitive edge of E-Star's business model ensured by ten factors

Business model

Subsidies

- E-Star's business model is subsidy neutral

Main product

- Heat production and sales in the most efficient way
- Electricity generation only if local heat market justifies

Technology

- Strategy independent of brand and technology, using local resources

Investment size

- Mid-size: € 5-35 million annual investment per project

Contracts

- 15-49 year long contracts

Service

- „One stop shopping” – Planning, financing, investment, operations, maintenance

Competencies

- Engineering design, construction management, business development, financing

Primary energy source

- Selection of potentially the most efficient and sustainable energy mix based on local primary energy sources

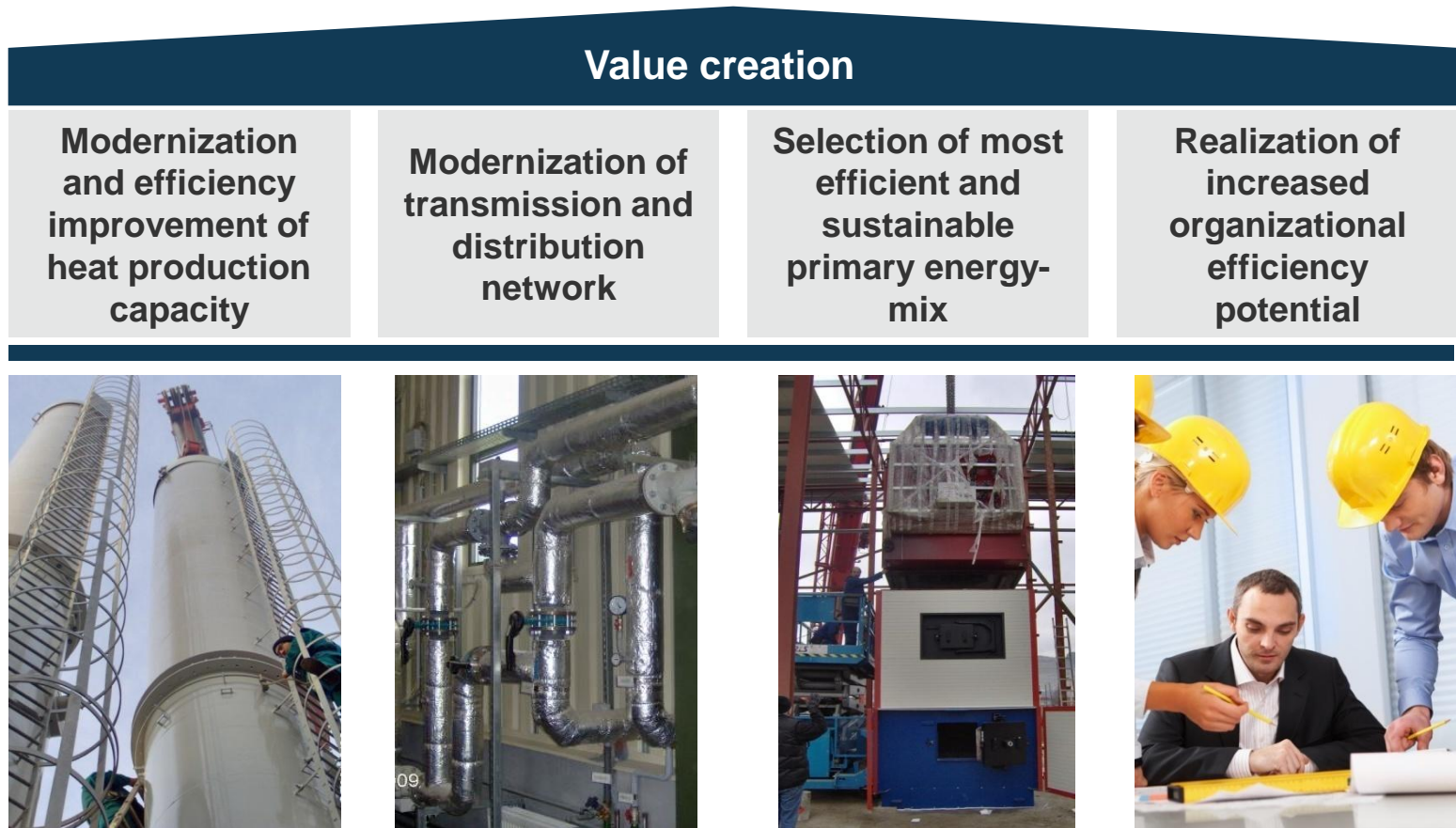
Geographical area

- CEE countries with most potential for energy systems' improvement
- Stable regulatory environment and strong economic perspective

Company culture

- Transparency, sustainability, expertise, entrepreneurship, team

Business model










Value creation is realized throughout long-term operations

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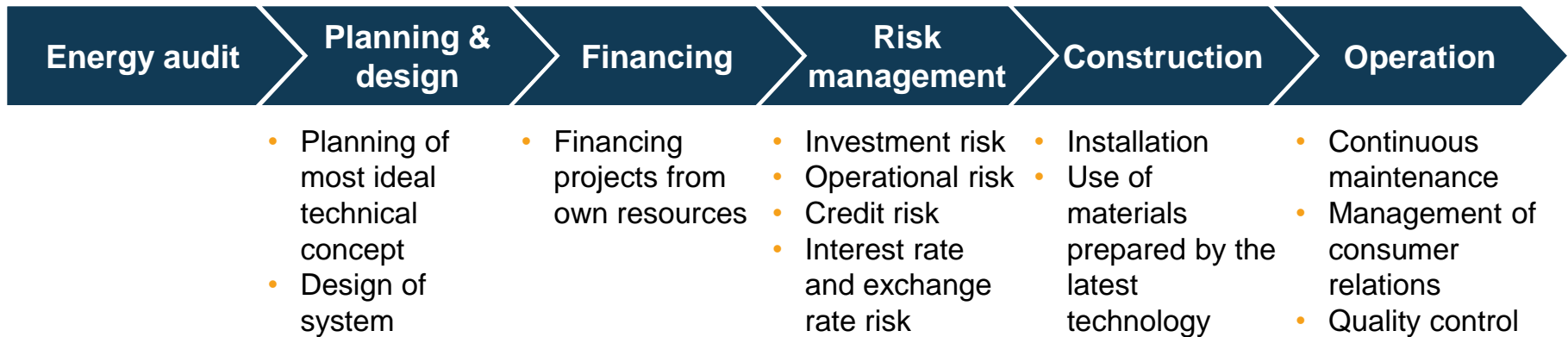
Growth strategy

	Segment	Strategic partner(s)	Value proposition	E-Star's edge
	Decentralized ESCO	<ul style="list-style-type: none"> Technology suppliers 	<ul style="list-style-type: none"> Providing integrated energy solutions covering entire value chain 	<ul style="list-style-type: none"> Well-proven track record based on over 40 municipality contracts
	Biomass	<ul style="list-style-type: none"> WWF  	<ul style="list-style-type: none"> Producing heat from biomass, including invasive plants thus reducing floods in the Tisza region 	<ul style="list-style-type: none"> Connection of heat market and local renewable sources Diversification of energy sources supports subsidy-neutral projects Strong execution partners
	Biogas	<ul style="list-style-type: none"> Technology suppliers Waste suppliers 	<ul style="list-style-type: none"> Producing heat from communal and agricultural waste thus reducing cities' environmental footprint 	
	Geothermal	<ul style="list-style-type: none"> MOL  	<ul style="list-style-type: none"> Producing heat and electricity by exploiting Central Europe's geothermal potential 	
	Public lighting	<ul style="list-style-type: none"> Electricity suppliers 	<ul style="list-style-type: none"> Providing tailor-made public lighting services to municipalities (night-time brightness control) 	<ul style="list-style-type: none"> Proven business model for brightness control in cooperation with energy suppliers



Growth strategy

Decentralized ESCO



Advantages

- Development without the risk of becoming indebted
- Simplifying public procurement frameworks
- Procurement using the benefits of economies of scale
- VAT financing not an issue for the customer



Growth strategy

Decentralized ESCO



Reference project in Hungary (ANTSZ, Budapest)

Before ...

Gas consumption: 790K m³



Boiler room



Heat center

...after modernization

Gas consumption: 410K m³
(~50% reduction)



Hot water container



Boilers



Heat center



Growth strategy

Biomass



Aspects taken into account to develop biomass portfolio...

...and maintain natural environment



ENVIRONMENTAL

- Adjustments to regional ecology
- Consideration of environmental and sustainability aspects

ECONOMICAL

- Achieving most favorable primary energy prices
- Ensuring long-term biomass supply

LOGISTICAL

- Max. 50 km of transport
- Continuous supply and storage capacity

TECHNOLOGICAL

- Technology planning based on predicted biomass portfolio
- Consideration of final demand



Appropriate handling of invasive plants can reduce floods in the Tisza region

Focus on Eastern Hungary with 66 PJ annual heat production potential from local biomass sources



Growth strategy

Biomass



Hungary with significant biomass sources

Highest density regions in least developed counties east of the Danube

Energy crops



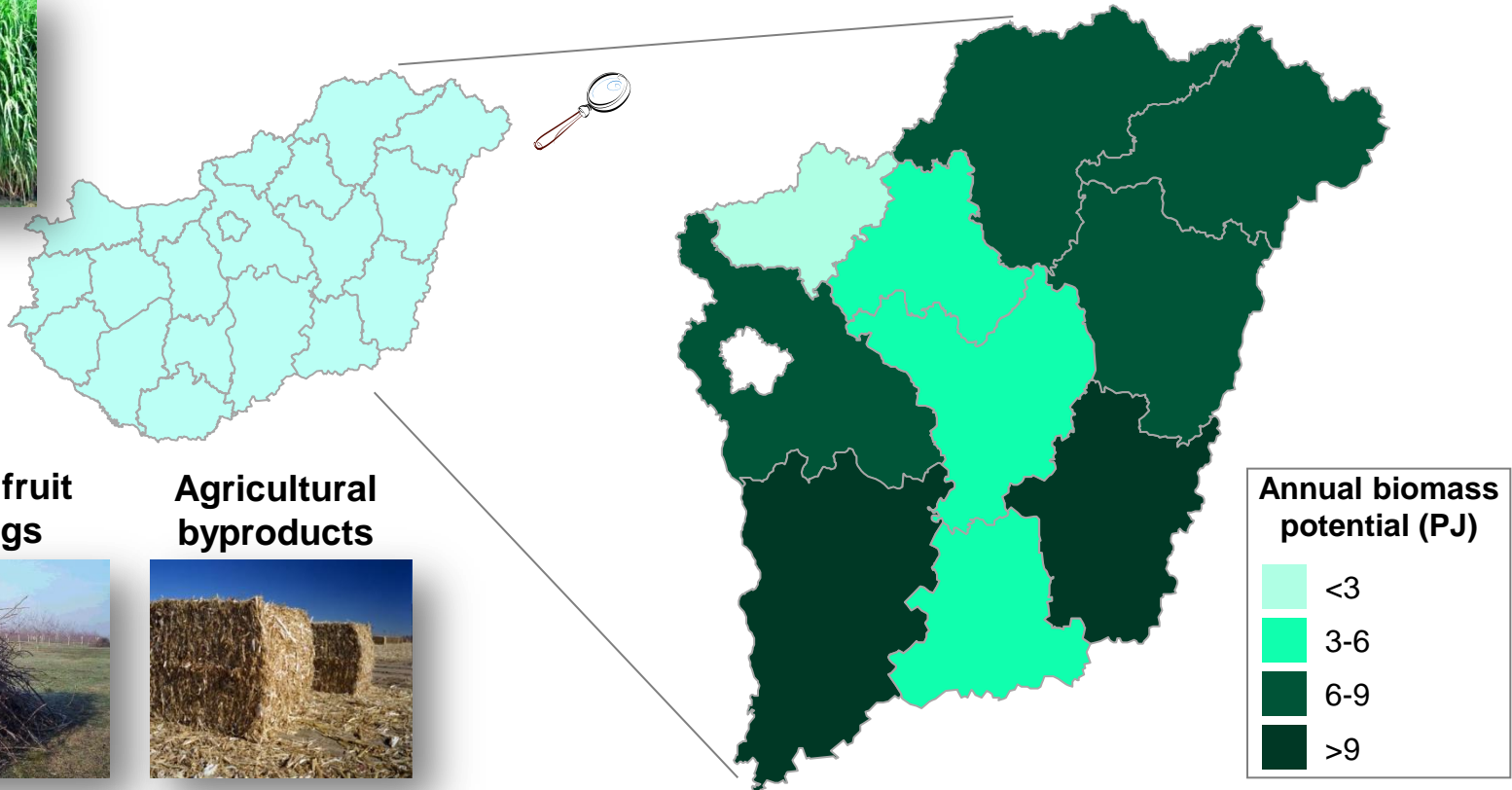
Grape cane, fruit tree loppings



Agricultural byproducts



Total biomass potential: 66 PJ



Biogas projects to be carried out through close cooperation with agricultural firms

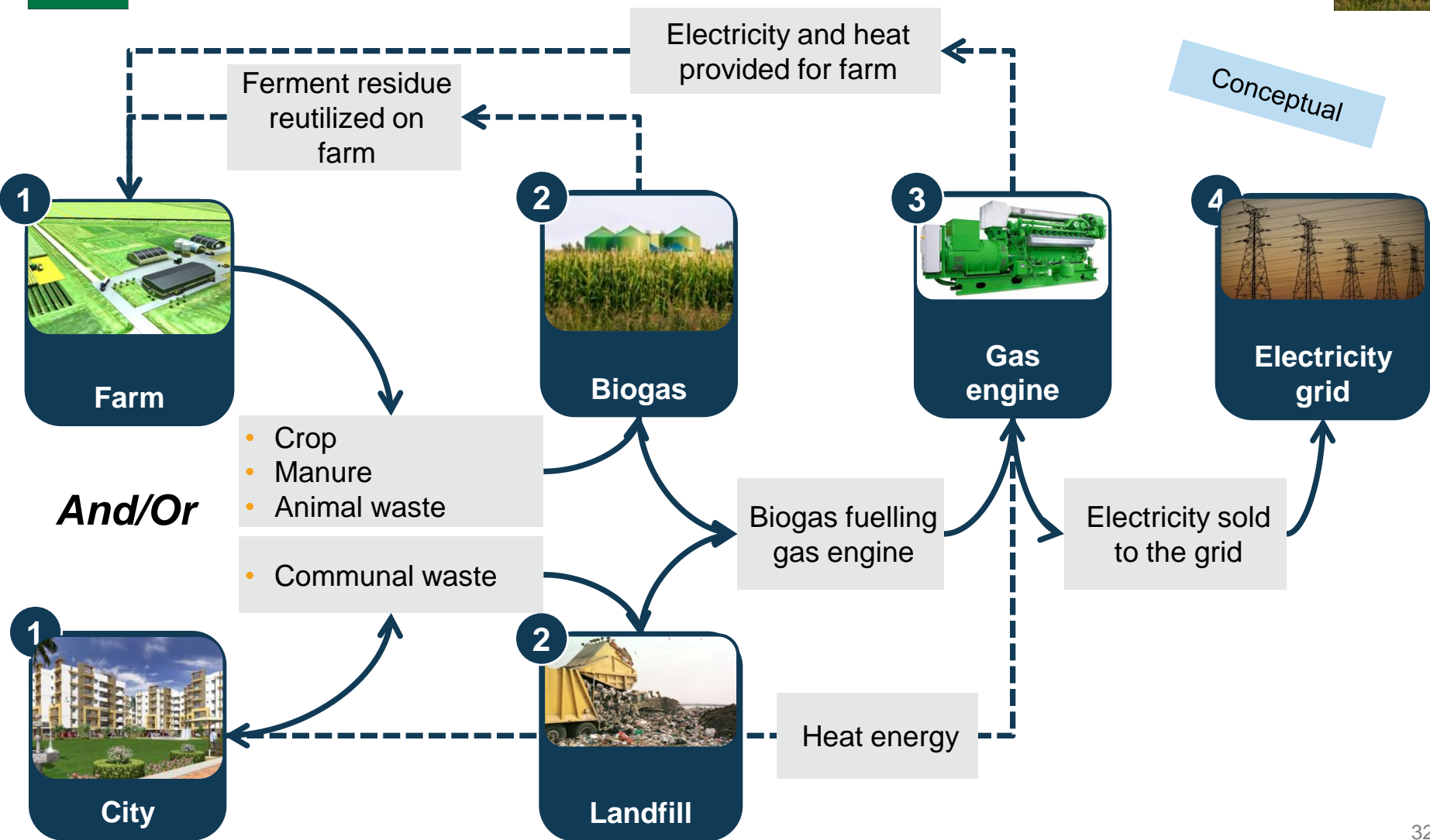


Growth strategy

Biogas



Conceptual



Potential to build 7-12 biogas plants until 2015

4-8 based on communal waste, 3-4 based on agricultural waste



Growth strategy

Biogas



Landfill gas

Biogas

**Theoretical
potential**

**100 MW
€ 180M**

- Deposited waste until 2015
- EU conform dumps over 400K m³

**Realistic
potential
until 2015**

**20 MW
€ 35M**

- 20% of overall potential gets realized
- Already realized projects

**E-Star
potential**

**4 MW
€ 7M**

- 20% E-Star market share
- Number of sites/ average size

**1,000 MW
€ 5,000M**

- Total biomass potential

**50 MW
€ 270M**

- 5% of overall potential gets realized
- Already realized/ planned projects

**8 MW
€ 40M**

- 15% E-Star market share
- Number of sites/ average size



Growth strategy

Geothermal

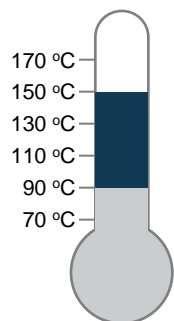


Geothermal conditions...

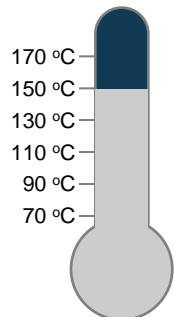
...define type of energy...

...and business model

Range of water temperature



Heat production



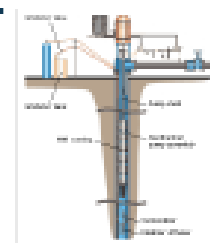
Electricity production

- Responsible for production and the operation of wells
- Hands over heat at transfer point #1

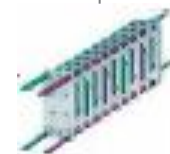
- Responsible for production, operation of wells and surface technology until transfer point #2
- Hands over heat at transfer point #2



- Responsible for surface units, heat plant and for the distribution of heat
- Takes over heat energy at transfer point #1
- Responsible for heat delivery to consumers
- Takes over heat energy at transfer point #2





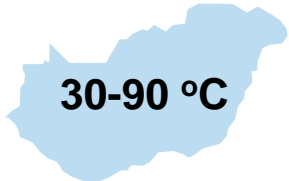
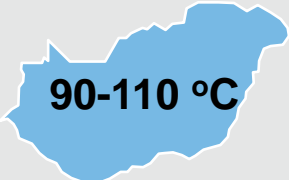
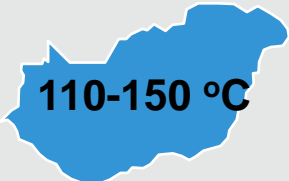
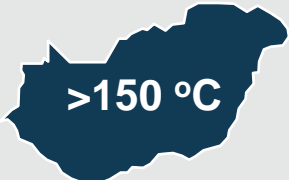
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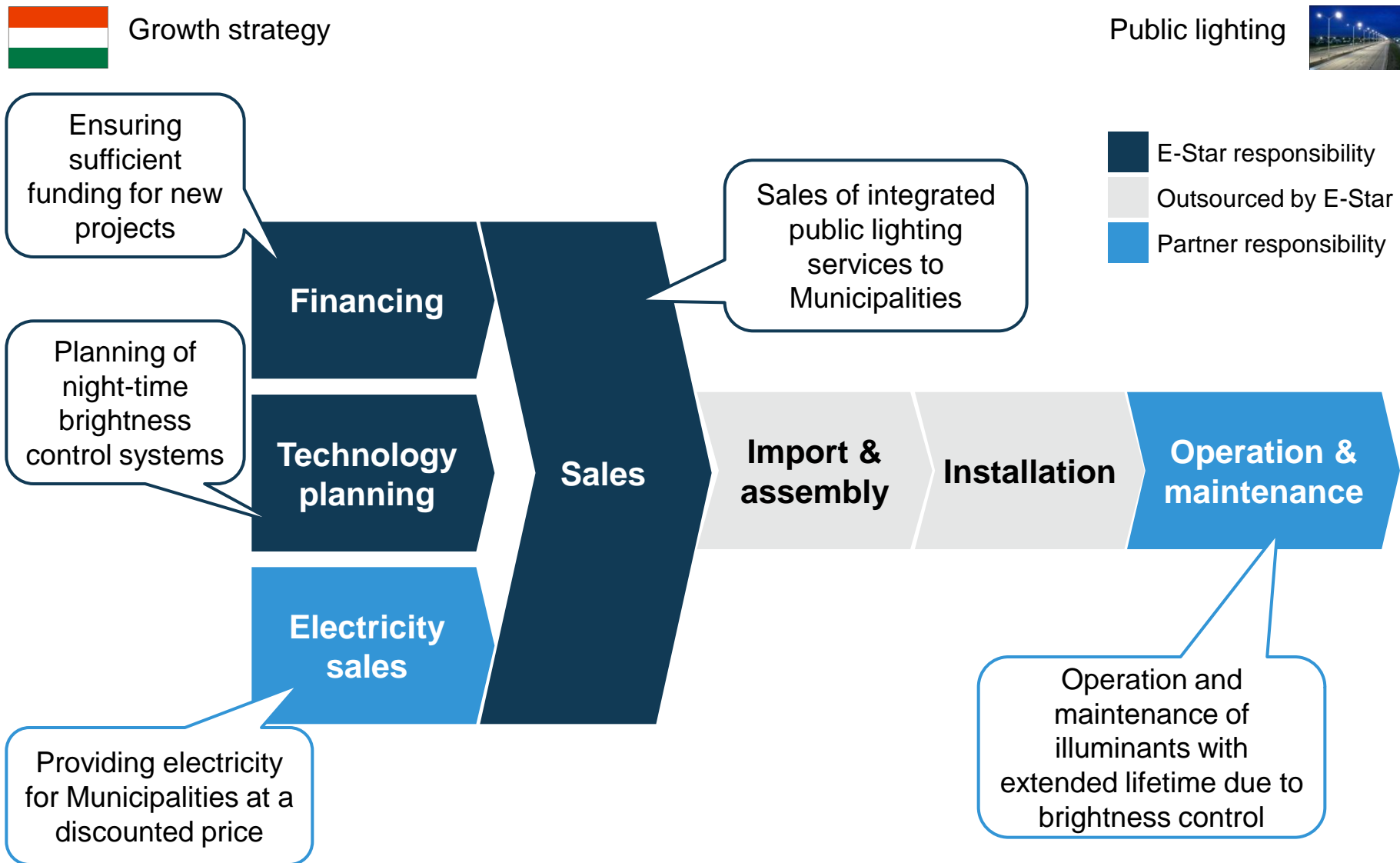
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Approximately 30 cities in Hungary have geothermal energy with district heating potential

 Growth strategy			Geothermal 
Temperature	Utilization alternatives	Potential customers	# potential cities in Hungary
 30-90 °C	<ul style="list-style-type: none"> Balneology Agriculture 	<ul style="list-style-type: none"> Recreational centers Greenhouses 	>100
 90-110 °C	<ul style="list-style-type: none"> Space heating Hot water 	<ul style="list-style-type: none"> Residential Agricultural Industrial (low pressure) 	~15
 110-150 °C	<ul style="list-style-type: none"> Heating Cooling Drying of industrial or agricultural products 	<ul style="list-style-type: none"> Residential Greenhouses Industrial (low pressure) 	~10
 >150 °C	<ul style="list-style-type: none"> Electricity generation Heat supply 	<ul style="list-style-type: none"> Residential Agricultural Industrial 	~5

Public lighting services in cooperation with electricity provider, tailor-made to demand (brightness control)





Growth strategy

Average project size (ESCO)

- Annual revenue € 1.5M
- Total CAPEX € 3.5M
- Annual heat sales 40 TJ
- Annual electricity sales 0 GWh

Average project size (R&D)

- Annual revenue € 1M
- Total CAPEX € 3M
- Annual heat sales 8 TJ
- Annual electricity sales 8 GWh

Financial result

CAPEX (2011-2015)	€ 30M
EBITDA (2015)	€ 10M

Environmental impact

Saved GHG emissions (2011-2015)	80K t
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Growth strategy

District heating



2011-2012

2013-2014

2015

Focus on district heating

- Market expansion
- Modernization of production and distribution systems
- Exploitation of operational synergies among projects



Additional services

- Public lighting



- Institutional ESCO

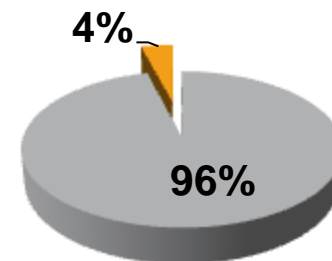


- R&D project implementation



Presence in ~10 cities

- Representing approx. 4% market share in sold heat volumes





Growth strategy

District heating



Status today

Opportunities for expansion



Residential

- Many households have disconnected from district heating because of low service level
- Consumers taking warm water from the system causing significant losses

- Reconnection of dissatisfied former consumers when service level satisfactory
- Connection of newly built block houses



Municipality

- Large number of institutions in proximity of city center with outdated inefficient boilers

- Connection of institutions in areas supplied by district heating (e.g. schools, kindergardens, hospitals, governmental buildings)
- Offering ESCO model for institutions (especially when not covered by district heating service)



Industrial

- Only 2% of district heating provided for industrial sector
- Most industrial companies keep heat production in-house

- Connection of industrial consumers with relatively constant heat demand (high share of baseload)
- Cogeneration to realize additional revenues from electricity sales
- Regional cooperation to supply more sites of same consumer



Growth strategy

District heating



Reference project in Romania (Gheorgheni, 2009)

Before ...

PRODUCTION

- Heat production facilities in poor condition, low efficiency
- Neglected maintenance
- Natural gas major energy source
- Heat-only boilers
- Decentralized heat production

DISTRIBUTION

- Poor network quality (network loss above 30%)

SERVICE LEVEL

- Poor service level, heat and hot water service not continuous
- High operational costs
- Unsatisfied consumers

...after modernization

- Modern heat production facilities and equipments, high efficiency
- Continuous maintenance
- Mostly biomass based production
- Cogeneration
- Centralized production

- Insulated network (network loss ~10%)

- Reliable (24/7) heat and hot water service all year round
- Decreased operational costs
- Satisfied consumers

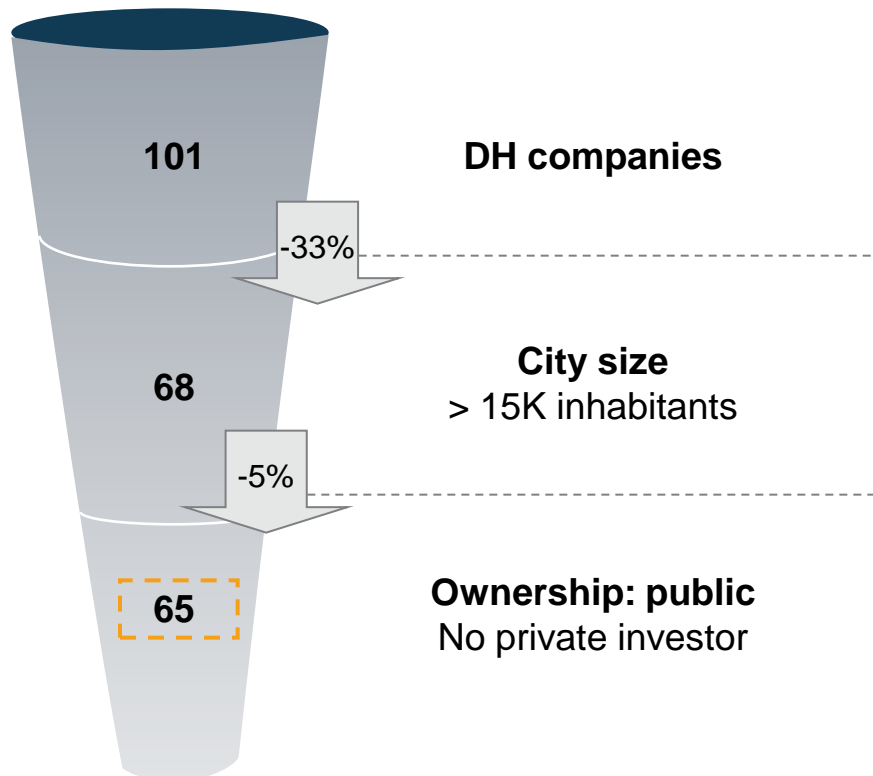


Growth strategy

District heating



~65 potential targets in Romania



Opportunities for improvement

Optimization of primary energy mix

- Currently high share of natural gas and coal-based production
- Opportunity for more balanced energy mix by including renewable sources

Installation of CHP

- Many DH systems without CHP capacity
- CHP can allow for more efficient production and additional revenues from electricity sales

Modernization of production and distribution capacities

- Heat plants and networks outdated and often oversized
- Redesign of systems to match local demand can improve overall efficiency



Growth strategy

Average project size


- Annual revenue € 25M
- Total CAPEX € 20M
- Annual heat sales 1.2 PJ
- Annual electricity sales 50 GWh






Financial result

CAPEX (2011-2015)	€ 70M
EBITDA (2015)	€ 18M

Environmental impact

Saved GHG emissions (2011-2015)	1M t
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<div><div></div><div></div></div>	Growth strategy	District heating 				
Technology Segment	Centralised				Heating Only Plants	Decentralised
	Combined Heat & Power					
	Coal	Biomass	Natural gas			
District heating (residential)	<div>✓ Convert HP to CHP and switch to reference price to capitalize on cost savings</div>	<div>✓</div> <div>Secondary option:<ul style="list-style-type: none">• Check local availability of cheap biomass</div>	<div>✗</div> <div>No-go: Fuel too expensive vs. heat prices, use only for peak load</div>	<div>✗</div> <div>No-go: Cost-based tariffs do not allow to capitalize on savings</div>	Not relevant	
Municipalities					<div>✓</div> <div>Go for municipalities without DH (not competitive with heat price)</div>	
Industrial plants		<div>✓</div> <div>Secondary option (does not provide reference for further development): Go for plants in most heat-intensive industries with low investment capabilities/no foreign investor</div>			Not relevant	

 Growth strategy		District heating 
 Primary: District heating	 Secondary: Industrial plants	 Opportunistic: Decentralized heating
<p>Target coal based heating-only plants</p> <ul style="list-style-type: none"> • Convert to CHP to realize higher revenues from electricity sales and certificates • Install co-firing equipment to increase share of renewable and realize additional revenue from green certificates 	<p>Seek for plants with no foreign investor</p> <ul style="list-style-type: none"> • Take over CAPEX burden from plants with low investment capabilities <p>Provide complex energy outsourcing solution with professional service level</p> <p>Build long-term, cross-border partnerships</p>	<p>Target cities with no district heating</p> <p>Offer ESCO model for institutions in cities with district heating</p> <p>Focus on gas fuelled heating</p> <ul style="list-style-type: none"> • Check for local availability of renewables: biomass, pellet and solar (for hot water)

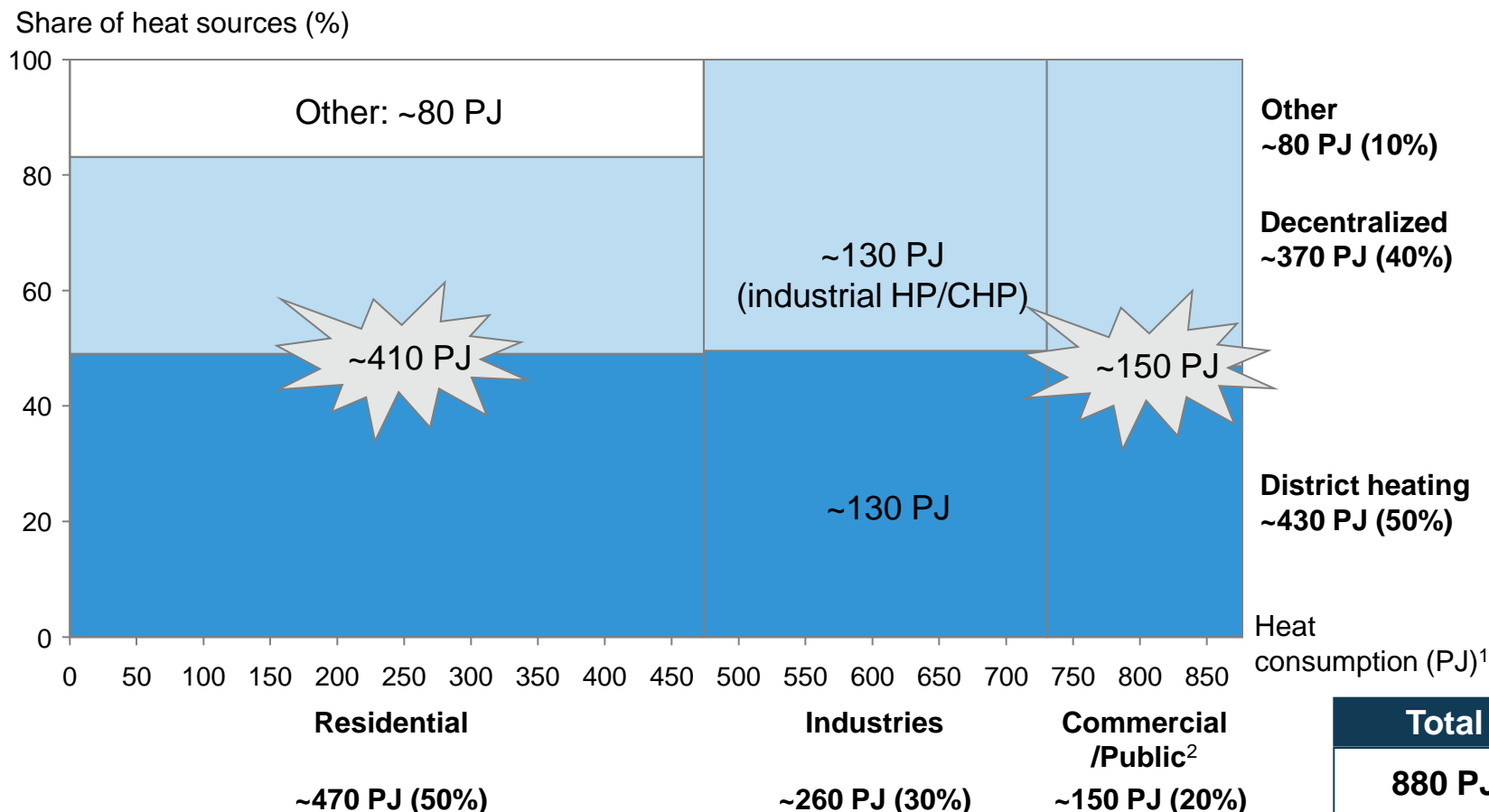


Growth strategy

District heating



Heat consumption in Poland by heat source



Largest potential in coal-based generation by converting heat only plants to combined heat & power



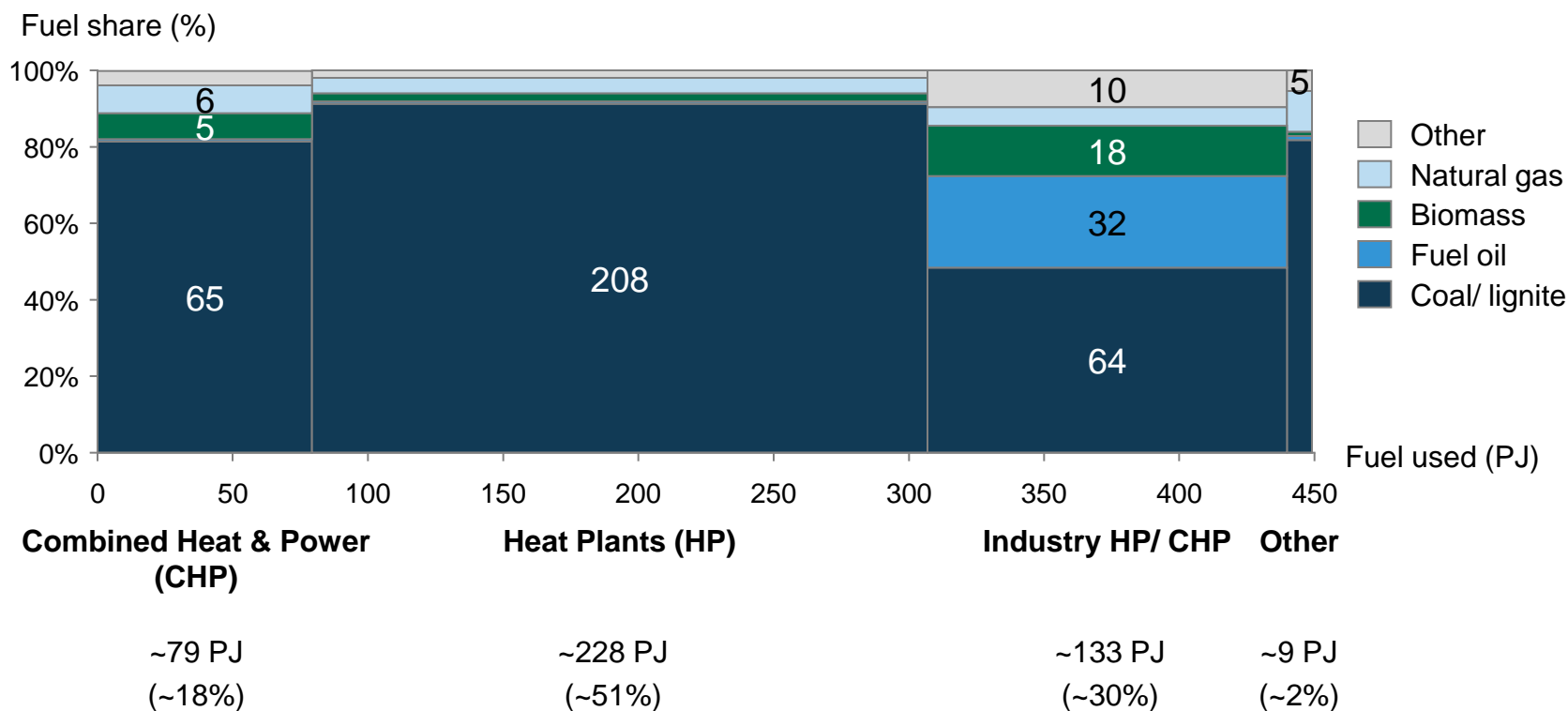
Growth strategy

District heating



Primary energy by plant and fuel type in installations (%)

[does not include decentralized household & commercial/ public consumption and plants <5MW]



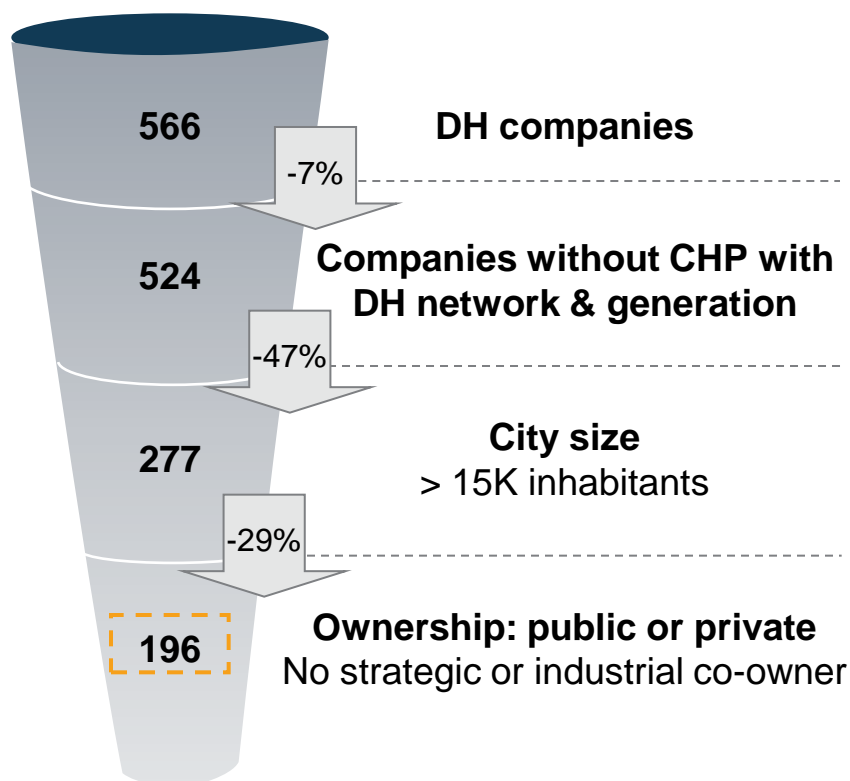


Growth strategy

District heating



~200 potential targets in Poland



Opportunities for improvement

Optimization of primary energy mix

- Currently high share of coal-based production
- Opportunity for more balanced energy mix by including renewable sources and natural gas

Installation of CHP

- Many DH systems without CHP capacity
- CHP can allow for more efficient production and additional revenues from electricity sales

Modernization of production capacities

- Heat plants outdated and often oversized
- Redesign of systems to match local demand can improve overall efficiency



Growth strategy

Average project size

- Annual revenue € 25M
- Total CAPEX € 20M
- Annual heat sales 1.2 PJ
- Annual electricity sales 50 GWh

Financial result

CAPEX (2011-2015)	€ 90M
EBITDA (2015)	€ 20M

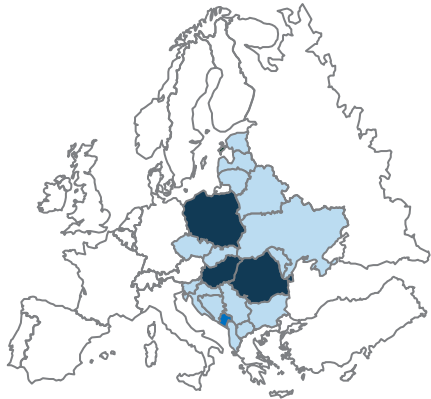
Environmental impact

Saved GHG emissions (2011-2015)	650K t
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Five criteria for selecting additional countries for future expansion

Growth strategy

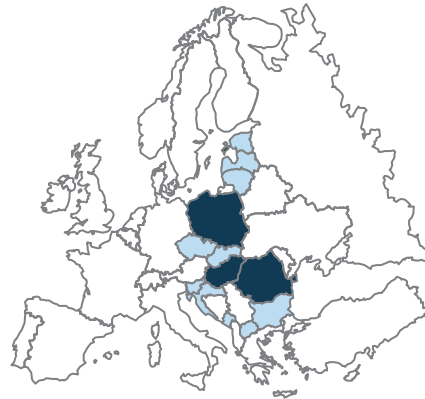
Regional focus



1. In Central and Eastern European region



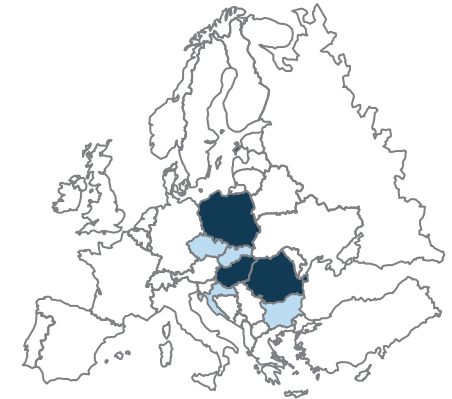
Predictable macro environment



2. EU member or in the process of EU accession
3. Foreign investors welcome



Attractive market



4. Sizeable market
5. High potential for value creation (outdated systems)



Growth strategy

Average project size

- Annual revenue € 12M
- Total CAPEX € 10M
- Annual heat sales 600 TJ
- Annual electricity sales 25 GWh

Financial result

CAPEX (2011-2015)	€ 25M
EBITDA (2015)	€ 5M

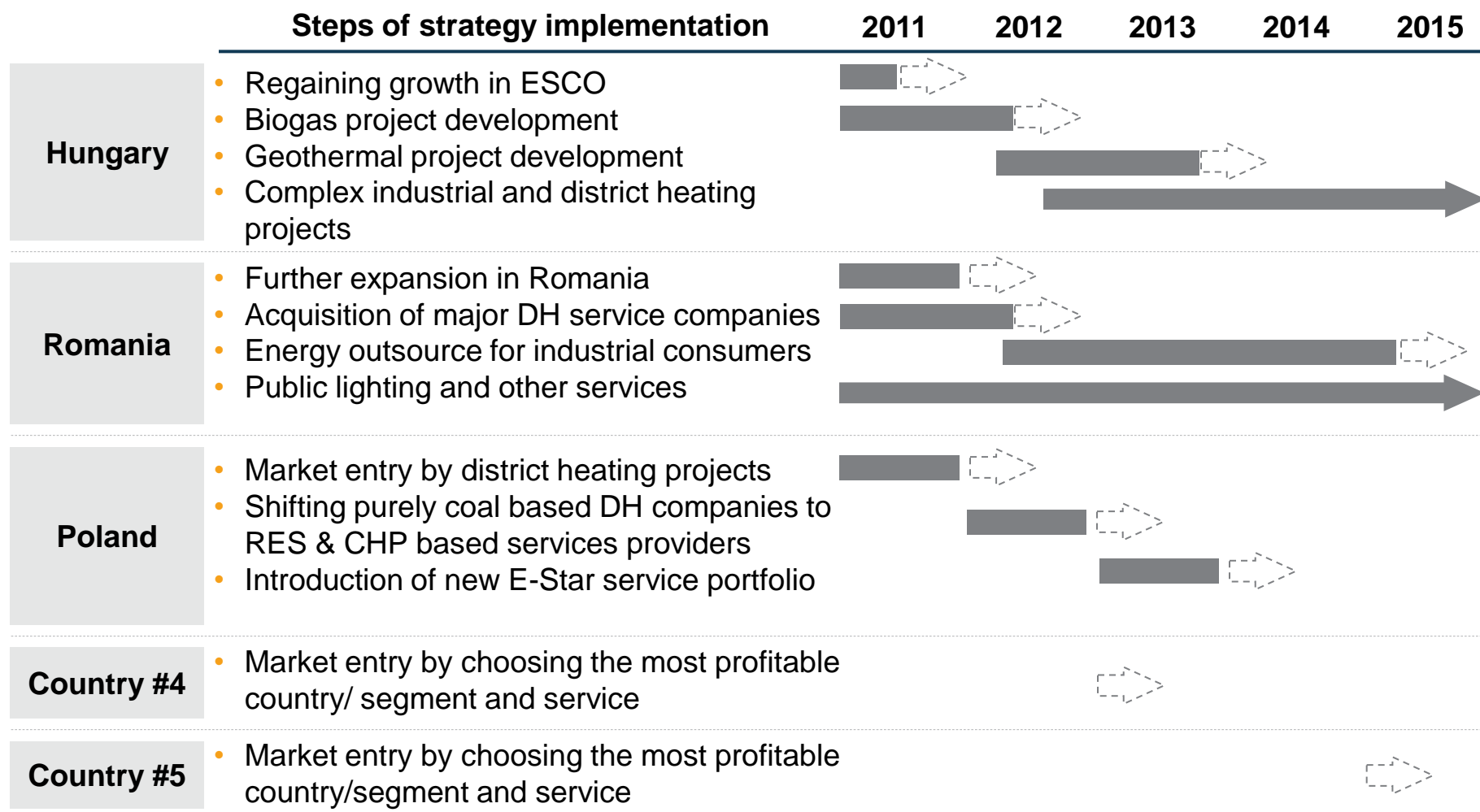
Environmental impact

Saved GHG emissions (2011-2015)	110K t
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- Summary
- E-Star today
- Our vision of energy markets
- Business model
- Growth strategy by country
- Implementation roadmap

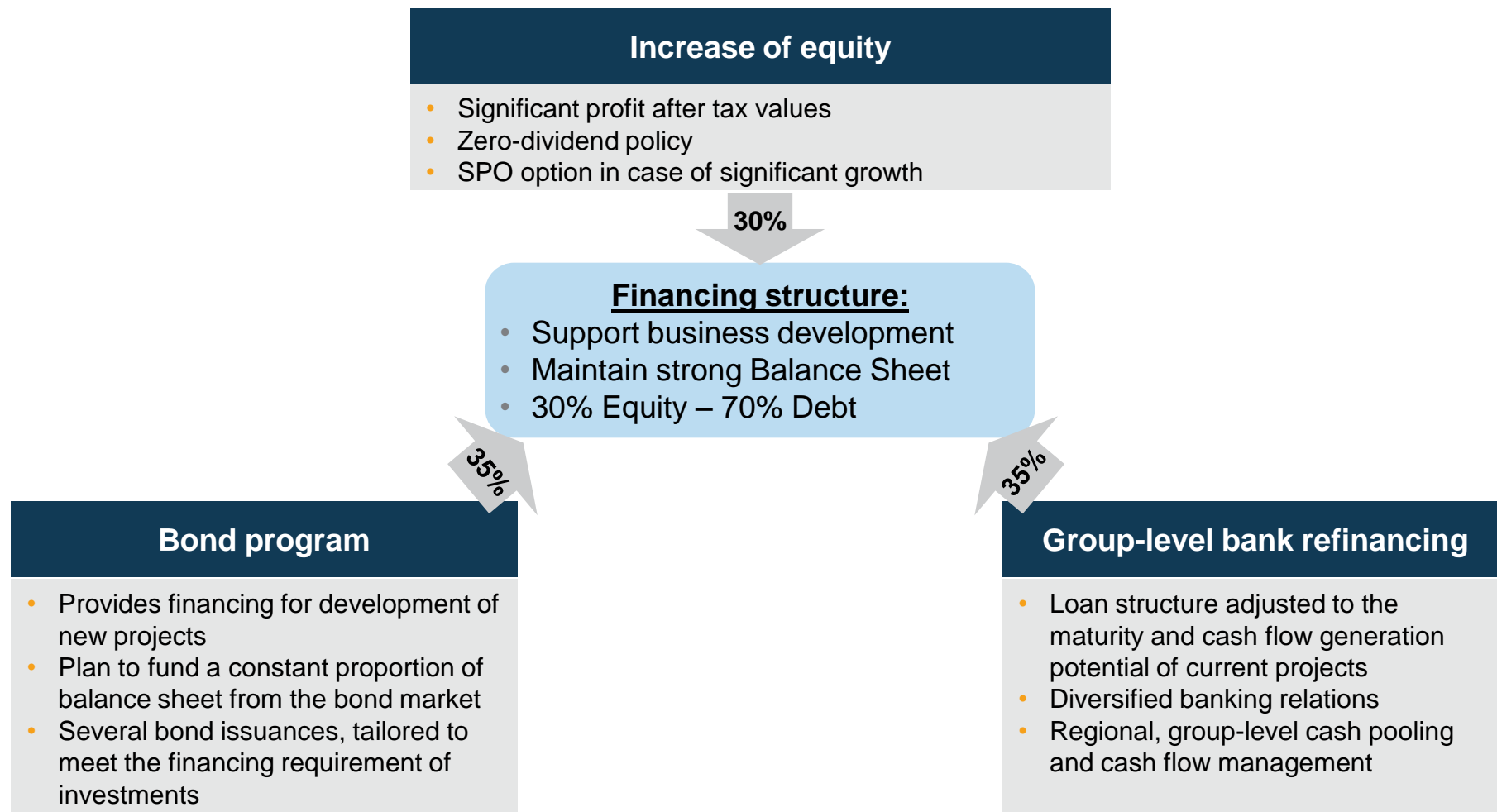
Expansion into new countries and simultaneously increasing service portfolio of existing customer base

Implementation roadmap

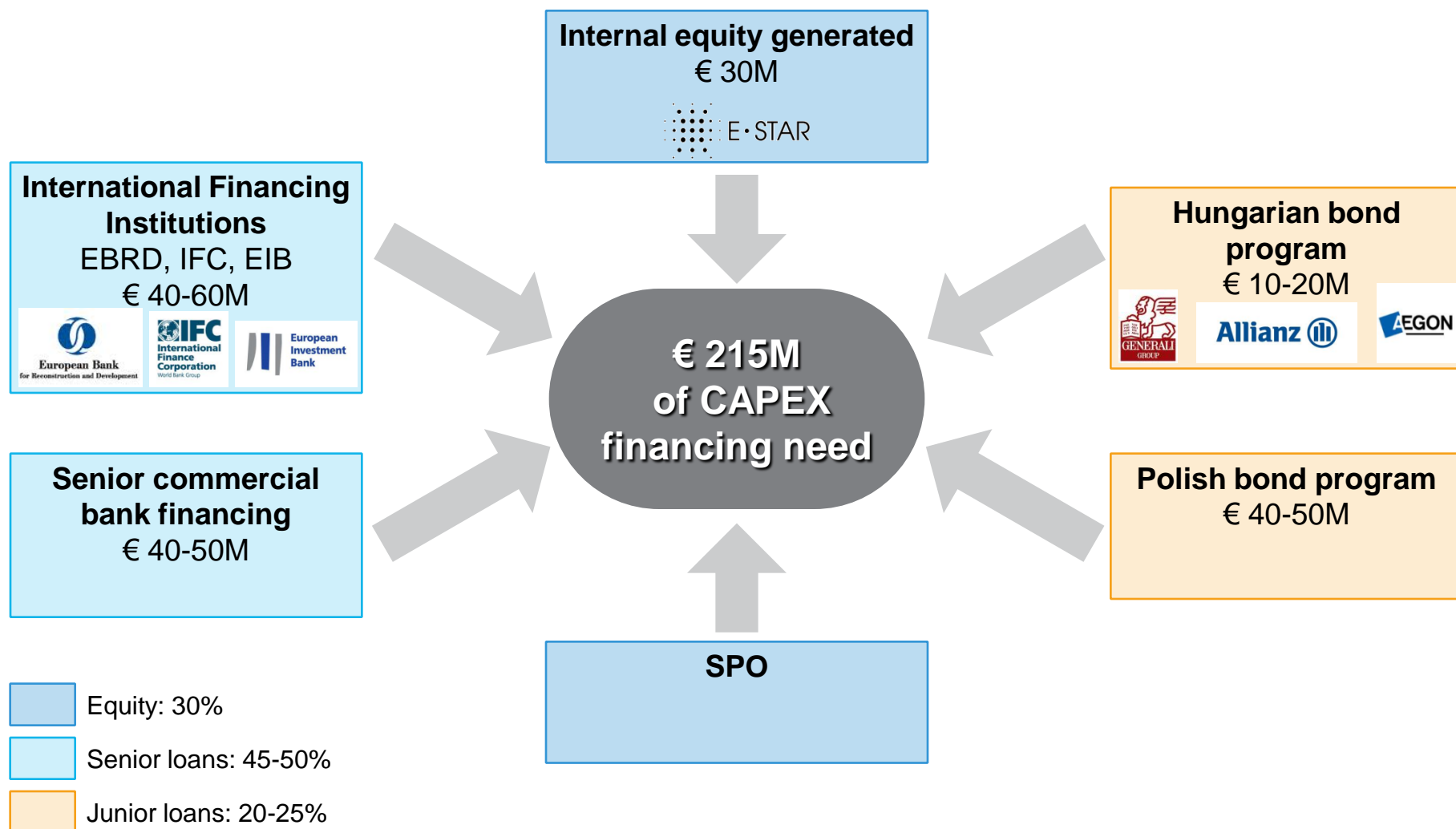


Financing strategy: strong balance sheet with corporate-level debt financing – zero-dividend policy

Implementation roadmap



Implementation roadmap



Implementation roadmap

Executive Board Members

Csaba Soós (President, BoD)

Founder of E-Star, Company's controlling owner

Broad experience in the Hungarian financial sector and in entrepreneurship

- **Founder of RFV**
- Internet Securities Kft.
- **WestLB** Befektetési Rt.
- **Erste Bank** Befektetési Rt.
- Built-Up Real Estate Development Kft.

Ákos Kassai (CEO)

CEO of E-Star since January 2010

International experience in corporate finance and strategy and management

- **The Boston Consulting Group**, *Strategy Consultant*
- **Advent International**, private equity experience
- **MOL Group**, *Head of Strategy and Portfolio Governance*
- **CFO at Greenergy**
- **MBA from Harvard Business School**, **P.h.D** candidate at **Corvinus University** of Budapest,

Non-Executive Board Members

Dániel Molnos

Experience in insurance

- Association of Hungarian Insurance Companies (**MABISZ**), *General Secretary*
- Successfully introduced **Generali Insurance Group** to Romania and Balkan countries
- Served as executive vice-president of **RFV** since January 2010

Jacek Piotr Krawczyk

Experience in Poland

- **LOT Polish Airlines**, *Chairman of the Supervisory Board*
- **Microtech**, Chairman of the Supervisory Board
- **European Economic and Social Committee**, *Vice President*
- **Polish Government**, *Secretary of State for Trade and Industry responsible for privatization*

Maximilian N. Teleki

Experience in international relations

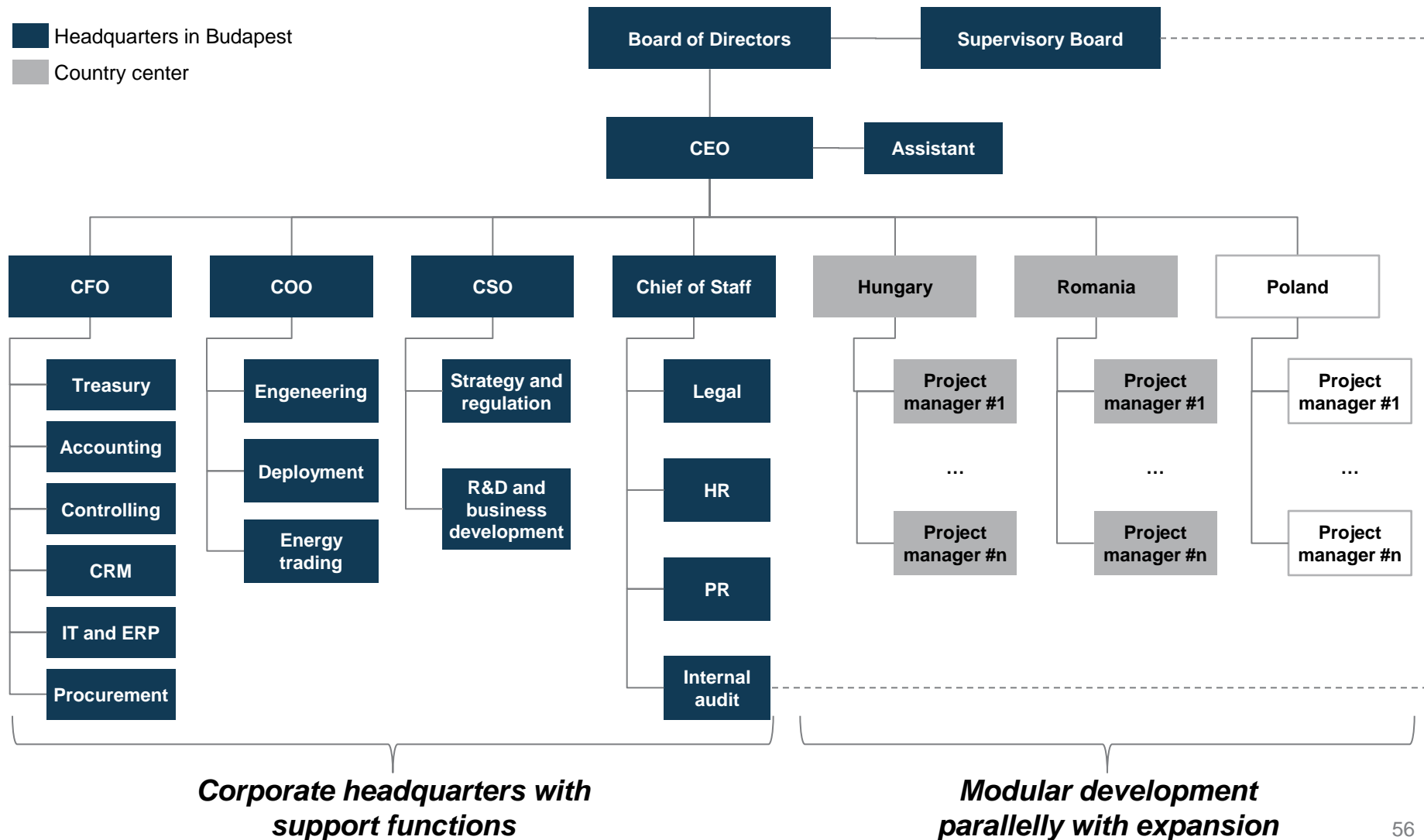
- **Hungarian American Coalition**, *President*
- Max-McClaren Financial Group (**MMFG**), *Former*
- **Constellation Energy Institute**, *Member of Board of Directors*
- **International Center for Democratic Transition**, *Member of Board of Directors*

Konrad Wetzker

Experience in energy

- **Corvinus School of Management** in Budapest, *Chairman*
- **The Boston Consulting Group**, *Senior Partner, head of Central European Energy Practice Group*
- Served on 50+ energy related BCG cases for leading energy companies of the world

Implementation roadmap



Implementation roadmap



Implementation roadmap

Transparency

Allowing easy access for stakeholders to key financial and operational information in a timely manner

Sustainability

Leveraging local resources to create long-term economic value by creating social value and reducing environmental footprint

Expertise

Delivering tailor made solutions of cutting edge technologies and know-how through strong recruiting, continuous learning and skills development

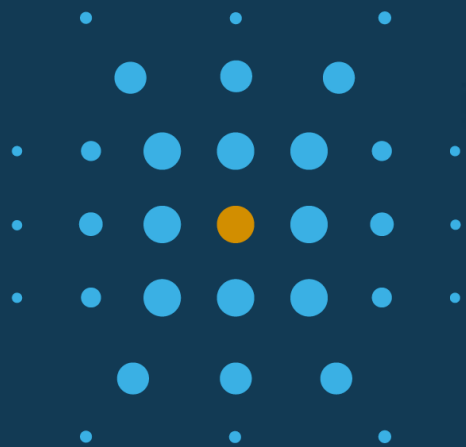
Entrepreneurship

Being open for new markets and technologies by taking reasonable risks and thus continuously challenging the existing business model

Team

Cultivating a strong sense and dedication to the company where the sharing of ideas and talents within a diverse group of people is recognized and honored

ARE – Polish Agency for Restructuring of Energetics
BP, Energy Outlook 2030 (January 2011)
Euroheat & Power, District heating and cooling (Country by country survey, 2009)
European Biomass Association, A Biogas Road Map for Europe (2009)
ExxonMobil, The Outlook for Energy: A View to 2030 (2010)
GUS – Polish Statistical Office
InterBiz, Energy Market – Romania, 2004-2020 (September 2010)
McKinsey, A cost curve for greenhouse gas reduction (2007)
Somosné Nagy Adrienn, A biogáz szerepe a vidékgazdaságban (2010)
The Boston Consulting Group



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Alternative Energy. Delivered.