

Information about the proposed distribution of Lundin Petroleum's shares in Etrion Corporation

20 October 2010

Questions regarding the listing and distribution will be answered at/phone number +46 8 5886 94 89

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# Background and rationale

#### Background

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- On 5 October 2010, Lundin Petroleum AB (publ) ("Lundin Petroleum") announced its intention to distribute its ownership of shares in Etrion Corporation ("Etrion") to Lundin Petroleum shareholders
- Etrion is listed on the Toronto Stock Exchange (ticker symbol "ETX") and is currently in the process of obtaining a dual listing of its common shares on the NASDAQ OMX Stockholm exchange; the dual listing process will be coordinated with the proposed distribution by Lundin Petroleum of its Etrion shares and is expected to be completed on or about 12 November 2010
- > Etrion is owned approximately 40 percent by Lundin Petroleum and approximately 12 percent by the Lundin family trusts

#### Rationale

- Natural step for Etrion to be separated from Lundin Petroleum now that the company has reached critical mass through a proactive acquisition and development strategy
- → Not core business to Lundin Petroleum
- → Solid position as a pure-play solar independent power producer (IPP)
- Positive cash flow forecasted for 2011

#### Proposed distribution of Etrion to Lundin Petroleum's shareholders

- The distribution of shares in Etrion is expected to be made in accordance with the "Lex-ASEA rules", with the result that no immediate taxation will arise to Lundin Petroleum shareholders in Sweden
- The transaction is subject to Lundin Petroleum shareholder approval at the Extraordinary General Meeting to be held on 4 November 2010

#### Exchange ratio: 1 LUPE = 0.2283 ETX

Example:



Note: Shareholders of Lundin Petroleum will continue to hold their existing Lundin Petroleum shares and receive Etrion shares at the above exchange ratio

Lundin

## Distribution of shares in Etrion





#### Lundin Petroleum shareholders as of 30 June 2010

		Capital and votes,
Shareholder	No. of shares	percent
Lundin family	87,607,538	27.6
Swedbank Robur fonder	13,651,730	4.3
Lundin Ian H bolag	12,038,956	3.8
Första AP-fonden	8,451,750	2.7
AFA Försäkring	6,236,574	2.0
SHB fonder	6,191,317	1.9
SEB fonder	5,474,206	1.7
Fjärde AP-fonden	4,864,270	1.5
Andra AP-fonden	4,716,371	1.5
Danske Invest fonder (Sverige)	4,163,125	1.3
Nordea fonder	3,848,190	1.2
AMF Försäkring & Fonder	3,367,000	1.1
Norska staten	2,887,952	0.9
Tredje AP-fonden	2,784,143	0.9
Skandia fonder	2,759,992	0.9
SEB Trygg Liv	2,706,000	0.9
Lannebo fonder	2,203,900	0.7
Länsförsäkringar fonder	2,178,774	0.7
Avanza Pension Försäkring AB	2,131,559	0.7
Folksam LO fonder	2,070,342	0.7
Top 20 shareholders	180,333,689	56.7
Others	137,576,891	43.3
Total	317,910,580	100.0

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# Etrion in brief

#### Develops, builds, owns and operates solar power plants in Italy

- Current focus is on countries with government incentives for solar power production. Specifically, Etrion invests in feed-in-tariff (FiT)<sup>1)</sup> environments, like Italy, which create long-term, low-risk revenue streams that facilitate highleverage financing (80/20 debt-to-equity) with non-recourse project loans
- Future growth is driven by development and/or acquisition of additional renewable power facilities under long-term contract in markets with high retail electricity prices and attractive solar irradiation
- Listed on the Toronto Stock Exchange, ticker "ETX"
- Market cap of USD 146 million as of 15 October 2010
- Main shareholders prior to distribution:
  - → 40 percent Lundin Petroleum (OMX: LUPE)
  - 12 percent Lundin family
  - 2 percent directors and management

#### Assets overview

- 40 MW solar power plants operational and additional 8 MW under construction (2010 grid connection)
- 10 MW permitted ready for construction (Q2 2011 connection)
- 200 MW in various stages of development
- Additional acquisition opportunities
- Solar power plants
- Projects under construction
- Projects under development



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Share price development

Commitment from government to purchase 100 percent of energy produced at a premium rate

Turnover by volume ('000) — Etrion share

# Energy market





Source: Energy Information Administration, International Energy Outlook 2009 CAGR: Compounded annual growth rate

- The global demand for electricity is estimated to reach 32 trillion kW in 2030, representing an annual growth of 2.8 percent per year since 1990
  - → Total CO<sub>2</sub> emissions from power generation plants is expected to have an annual growth of 2.2 percent 2010–2030
  - → Unsustainable development in relation to the climate issue

#### Market drivers for the renewable energy

#### Favorable regulatory trends

- An increasing desire for secure and diverse sources of energy
- Increasing global demand for energy due to increasing populations and economic growth
- Attractive feed-in tariffs
- Capital subsidies
- Long-term commitment to renewables through "EU 2020 Directive", incorporated in national plans with intermediate binding targets
- Improving technologies and decreasing costs of renewable energy, making renewable energy increasingly competitive
- Increasing focus on isolated and distributed electricity generation in some markets, as well as increasing electrification of developing countries

# Solar energy



# The potential for solar energy is greater than other forms of renewable power

- Every minute, enough solar energy reaches the earth's surface to satisfy mankind's energy requirements for an entire year<sup>1</sup>
- → In one year, enough solar energy reaches the earth's surface to equal twice the amount of energy that will ever be obtained from the Earth's stock of non-renewable energy sources<sup>2</sup>)
- Silent technology with minimal moving parts and therefore less maintenance requirements
- No harmful emissions
- Minimal operating costs
- One of the fastest growing energy sources globally
- Economics of on-grid solar energy are attractive enough to warrant commercial consideration for an investor
- Lower variability in annual solar irradiation compared to for example wind

# Surface area required to power the world with solar panels



Source: German Center of Aerospace

- The image above shows the theoretical footprint needed for solar power plants to generate sufficient electric power in order to meet the energy demand of the World, Europe (EU-25) and Germany respectively
- Using the solar radiation of just 4% of the world's deserts is sufficient to meet all world electrical energy requirements today

<sup>1)</sup> Nathan S. Lewis, California Institute of Technology; Daniel G. Nocera, Massachusetts Institute of Technology

<sup>2)</sup> Global Climate & Energy Project, Stanford University

# Key driver for market growth

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#### Drivers for solar market

#### Stable revenues – government-sponsored incentives providing security of longevity and the up-front production cost of capability

- → USA: Upfront one-time payments or tax credits
- → Europe: Feed-in-tariff model
  - Introduced in Germany in 2004
  - 100 percent of the production is exported to the grid at a tariff guaranteed for 20 years

#### Predictable solar irradiation

→ Low volatility (varies less than 10 percent per year)

#### Decreasing equipment costs

 Decreasing wholesales prices on solar panels due to technology improvements, increased competition and oversupply

#### Grid parity<sup>1)</sup> to be reached in several countries within next five years

- → Higher electricity prices facilitates grid parity
- Italy is expected to be the first "grid parity" market in Europe due to the high cost of electricity and strong solar irradiation



Incremental installed capacity

Source: PiperJaffray estimates

1) Expected cost for producing electricity without subsidies. Grid parity = the point at which solar power is competitive with grid power

Grid parity is the primary driver for the solar market

# Business rationale for the Italian solar market





Italy overview					
Population	58.1 million				
Annual inflation rate (Aug 2010)	1.6 percent				
Avg irradiation (kWh/m²/year)	1,650 (1,400-2,000)				
Residential electricity rate (EUR/kWh)	0.22				
Estimated year for grid parity	2015				
Electricity power generation (2010)	84 GW				
Cumulative installed solar PV (Aug 2010)	1.5 GW				

#### **Business rationale**

- High irradiation levels
- Highest electricity rate in Europe
- High Feed-in-Tariff (FiT) rate:
  - → 0.346 EUR/kWh subsidy 2010 (fixed), plus
  - → 0.08 EUR/kWh market rate (fluctuates)
- Among the first to reach solar "grid parity"

#### ETRION DESCRIPTION



1.

# Etrion projects in Italy – operational



#### Montalto 33, Lazio

- Largest solar park operating in Italy
- Cassiopea: 24 MW PV park in the Lazio region
  - → Acquired from SunRay Renewable Energy in August 2010
  - → Grid connected in Q4 2009
- Centauro: Additional 8.8 MW park on the same site
  - → Grid connected in Q3 2010
- SunPower single axis tracker technology
- Diversifies company's geographical exposure to the Puglia region of Italy where the company's ITA Projects and Puglia Projects are located
- Performance of solar panels guaranteed by manufacturer
- Financial overview:
  - → Annual revenues EUR 25.3 million
  - → Annual EBITDA EUR 22.1 million
  - → Financed by Barclays, Societe Generale, Sace, Intesa, WestLB

#### Helios ITA, Puglia

#### **6.4 MW PV parks in the Puglia region**

- → Acquired from Deutsche Bank in June 2010
- → Grid connected in Q1 2010
- Solon single axis tracker technology
  - → Expected to produce a 17 percent uplift in irradiation levels (guaranteed by the contractor) compared to a fixed system combined with polycrystalline module technology
- Very good solar irradiation
- Performance of solar panels guaranteed by manufacturer
- Financial overview:

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- → Annual revenues EUR 5.0 million
- → Annual EBITDA EUR 4.3 million
- → Financed 90 percent by Societe Generale, Sace and Dexia





Revenues and EBITDA are estimated annual run-rates. EBITDA = earnings before interest, tax, depreciation and amortization.

# Etrion projects in Italy – under construction



SVE, Puglia

3 MW under construction in the Puglia region

- → Expected connection in Q4 2010
- SunPower single axis tracker technology
- Very good solar irradiation
- Performance of solar panels guaranteed by manufacturer
- Financial overview:

3.

- → Annual revenues EUR 2.3 million
- → Annual EBITDA EUR 1.9 million
- → Financed 83 percent by Centrobanca

#### Borgo Piave, Lazio

- **3.5 MW under construction in Borgo Piave in the Lazio region** 
  - Expected connection in Q4 2010
- Trina fixed-tilt technology, Phoenix Solar EPC contractor
- Performance of solar panels guaranteed by manufacturer

#### Financial overview:

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- Annual revenues EUR 2.1 million
- → Annual EBITDA EUR 1.7 million
- → Financed 70 percent by EPC, expected refinancing at 85 percent





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#### **Rio Martino, Lazio**

- **1.7** MW under construction in Rio Martino in the Lazio region
  - → Expected connection in Q4 2010
- Trina fixed-tilt technology, Phoenix Solar EPC contractor
- Performance of solar panels guaranteed by manufacturer
- Financial overview:
  - → Annual revenues EUR 1.1 million
  - → Annual EBITDA EUR 0.8 million
  - → Financed 70 percent by EPC, expected refinancing at 85 percent



Revenues and EBITDA are estimated annual run-rates. EBITDA = earnings before interest, tax, depreciation and amortization.

#### ETRION DESCRIPTION

## Etrion management team

MARCO A. NORTHLAND Chief Executive Officer and Director

- Prior to co-founding Etrion, established and oversaw European operations for SunPower Corp. (Nasdag: SPWRA, SPWRB), a leading U.S. solar energy company
  - → Secured commitments for several large-scale solar power plant projects in Spain, Italy, Germany and Portugal
- Prior to SunPower, held  $\rightarrow$ several executive positions in technology companies:
  - Chief Operating Officer for AT&T Latin America
  - → Executive Vice President for FirstCom
  - Director for Panamsat
- MBA from The University of  $\rightarrow$ Chicago
- Bachelor's degree in electrical/biomedical engineering and master's degree in computer sciences from The George Washington University

GARRETT SODEN **Chief Financial Officer** 



- CFO of PetroFalcon Corporation (TSX: PFC), Etrion's predecessor company, since 2006
- Former energy equity research analyst for Lehman Brothers in New York
- Former Senior Policy Advisor to the U.S. Secretary of Energy
- MBA from Columbia Business School
- BSc honors degree from the London School of Economics

- MICHAEL SOMMER Vice President **Business Development**
- More than a decade of experience in the renewable energy field focused on wind and solar projects
- Experience includes: Bobikiewicz & Partners GmbH, wind development Germany and Spain, 150 million Euros, PowerLight (SunPower), acquisition of 24 MW in Germany and Portugal
- Graduate degree in environmental management and economics from University of Münster



- 20 years plus experience leading industrial projects in Italy across different
- sectors General Management role at Cemex, AES, Fiat and 9Ren
- MBA from Instituto de Empresa in Madrid
- $\rightarrow$ BS Economics from the University of Rome, La Sapienza



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Vice President and Construction



- 15 years plus experience in construction and engineering, including wind and solar projects
- $\rightarrow$ Vestas Wind: Responsible for over 250 MW of wind park construction in Spain
- SunPower: Responsible for  $\rightarrow$ solar park construction totaling over 50 MW in Spain and 25 MW in Italy
- PDD (Management  $\rightarrow$ Development Program), IESE Business School. Madrid and Electrical Engineer, Escuela Técnica Superior de Ingenieros Industriales, University of Valladolid, Spain





# **Etrion Board of directors**



Chairman



As Chairman, Ian H. Lundin provides strategic direction and guidance to Etrion's operations. Mr. Lundin coleads the investment initiatives of the Lundin Group since 2002. He serves on the board of several of their investments including Lundin Petroleum AB, which today has exploration and production operations in 11 countries worldwide. Mr. Lundin graduated from the University of Tulsa in 1982 with a bachelor of science degree in petroleum engineering





- Secured commitments for several large-scale solar power plant projects in Spain, Italy, Germany and Portugal
- Prior to SunPower, held several executive positions in technology companies:
  - Chief Operating Officer for AT&T Latin America
  - Executive Vice
     President for FirstCom
  - Director for Panamsat
- MBA from The University of Chicago
- Bachelor's degree in electrical/biomedical engineering and master's degree in computer sciences from The George Washington University





- Since 1993, Ashley Heppenstall has worked with public companies controlled by the Lundin family. Since 2001, Mr. Heppenstall has served as President and Chief Executive Officer of Lundin Petroleum AB. Mr. Heppenstall is a graduate of the University of Durham where he earned a degree in mathematics
- JOHN H. CRAIG Director







## AKSEL AZRAC

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Aksel Azrac is senior partner in charge of the Family Office for 1875 Finance. He made his first marks as consultant for various maior automobile manufacturers and their brand divisions. He joined Banque Paribas (Suisse) SA, Geneva, in 1997, where he co-managed the Parvest Switzerland investment fund and then took up again the position of portfolio advisor. He next joined Ferrier Lullin & Cie, Geneva in 2001, where he had specific management responsibility for Swiss and foreign private client portfolios and in 2002 was named member of Management. He left the Bank in 2006 to co-found 1875 Finance SA

# Etrion business model – key drivers



	Key drivers		Rationale			
UE	1	Feed-in tariffs	<ul> <li>STABLE REVENUES</li> <li>Dong-term commitment to renewables through "EU 2020 Directive", incorporated in national plans with intermediate binding targets</li> </ul>			
REVENUE	2	Solar irradiation	Annual solar irradiation varies less than 10 percent			
RE	3	Wholesale prices	Higher economic activity will push power demand and increase wholesale prices			
			MINIMAL VARIABLE OPERATING COSTS			
COST	4	Equipment prices	Continuous decrease in equipment prices – oversupply (expected until 2012) and technological developments			
Ū			Guaranteed performance on equipment from manufacturer			
IJ			GEARING OF PROJECTS			
ICIN	5 Debt/equity ratio		Recovery – approximately 85 percent leverage possible for grid connected projects			
FINANCING	6	Cost of debt	<ul> <li>Vendor financing available – up to 70 percent of construction costs</li> <li>Risk premium decreasing – margin of 250–300bps</li> </ul>			

- Bond like cash flow features
- Locked-in financial parameters during the whole life cycle of the project

# Solar project economics – Italy



	Key assumptions
Irradiation (kWh/m <sup>2</sup> /year)	1,650
2010 Feed-in-Tariff (€/kWh)	0.346 (plus market rate 0.08)
Debt/Equity Leverage (%)	80/20
Total Project Cost (€/MW)	3,500,000
Revenue per year (€/MW)	700,000
EBITDA Margin	85%
Levered IRR	15% plus

- Levered internal rate of return (IRR) calculated after tax over 20 years in nominal terms and excluding any terminal value
- Total project cost assumes single axis tracker technology

Attractive risk-adjusted returns achievable

# Etrion current projects in Italy

(Currency: EUR million)

1.1							
	Name	MW	Revenues	EBITDA	Capex	Debt	Equity
	Lazio - Cassiopea	23.9	18.7	16.3	142.4	107.2	35.2 <sup>1</sup>
Operational <	Lazio - Centauro	8.8	6.7	5.8	51.8	37.9	13.8 <sup>1</sup>
X	Puglia - Helios ITA	6.4	5.0	4.3	38.6	34.2	4.4 <sup>1</sup>
	Puglia - SVE	3.0	2.3	1.9	16.5	13.4	3.1 <sup>1</sup>
Under construction	Lazio - Borgo Piave	3.5	2.1	1.7	12.3	10.5	1.9 <sup>1</sup>
	Lazio - Rio Martino	1.7	1.1	0.8	6.3	5.3	0.9 <sup>1</sup>
Permitted for	Puglia - ITA 3 – Brindisi	5.0	3.5	3.0	24.6	21.0	3.7
construction	Puglia - ITA 3 – Mesagne	5.0	3.5	3.0	23.6	20.1	3.5
	Total permitted	57.3	42.9	36.8	316.1	249.6	66.5
	2011/2012 pipeline	200.0					

1) Funded by Lundin Petroleum bridge loan maturing November 15, 2011. Notes:

Revenues and EBITDA are estimated annual run-rates as of Q2 2011.

Debt/Equity for new projects assumes 85/15 project finance.

Assumes Borgo Piave and Rio Martino connection in 2010; Brindisi and Mesagne connection in Q2 2011.

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# Transaction, market and Etrion – overview



	Transaction overview	<ul> <li>On 5 October 2010, Lundin Petroleum announced its intention to distribute its ownership of shares in Etrion to Lundin Petroleum shareholders</li> <li>Etrion is listed on the Toronto Stock Exchange (ticker symbol "ETX") and is currently in the process of obtaining a dual listing of its common shares on the NASDAQ OMX Stockholm, the dual listing process will be coordinated with the proposed distribution and is expected to be completed on or about 12 November 2010</li> <li>The transaction is subject to Lundin Petroleum shareholder approval at the Extraordinary General Meeting to be held on 4 November 2010</li> <li>Record date: the record date for Euroclear to determine who is entitled to receive shares in Etrion is expected to occur on or about 10 November 2010</li> <li>Receipt and listing of shares: distribution of shares in Etrion is expected to occur on or about 12 November 2010</li> <li>Exchange ratio: 1 LUPE = 0.2283 ETX</li> </ul>
	Solar energy market in Italy	<ul> <li>High irradiation levels</li> <li>Highest electricity rate in Europe</li> <li>High Feed-in-Tariff (FiT) rate: 0.346 Euro/kWh fixed (2010) subsidy plus 0.08 Euro/kWh fluctuating market rate</li> <li>Among first to reach solar "grid parity"</li> </ul>
- XIX	Etrion overview	<ul> <li>Develops, builds, owns and operates solar power plants in Italy</li> <li>Current focus is on countries with government incentives for solar power production. Specifically, Etrion invests in feed-in-tariff (FiT)1) environments, like Italy, which create long-term, low-risk revenue streams that facilitate high-leverage financing (80/20 debt-to-equity) with non-recourse project loans</li> <li>Future growth is driven by development and/or acquisition of additional renewable power facilities under long-term contract in markets with high retail electricity prices and attractive solar irradiation</li> </ul>
オントー	Financial overview	<ul> <li>Bond like cash flow features</li> <li>Stable revenues</li> <li>Minimal variable operating costs</li> <li>Locked-in financial parameters during the whole life cycle of the project</li> <li>Funding going forward: 1 year to repay Lundin Petroleum – exploring debt and equity options</li> </ul>

# Key Etrion investment highlights



#### Attractive returns in downstream solar power generation sector

Portfolio of solar power projects strategically positioned for growth	<ul> <li>Environmentally-preferred solar power generating facilities in various stages of development</li> <li>40 MW of operational capacity, including the largest operating solar park in Italy</li> <li>8 MW under construction for completion in 2010</li> <li>10 MW permitted to begin construction in 2010</li> <li>200 MW of development projects providing a platform for future long-term growth</li> </ul>
Experienced management team with proven track record in solar	<ul> <li>Management team has brought to commercial operation more than 100 MW of solar projects in Europe</li> <li>Successful track record of acquiring and developing solar facilities and completing projects on-time and on-budget</li> <li>Proven ability to successfully manage operating facilities</li> </ul>
Attractive industry fundamentals and strong government support	<ul> <li>Italy is the second-largest solar market globally with capacity of 1.5 GW currently in operation</li> <li>One of the highest feed-in tariff rates of 0.346 EUR/KWh in Europe</li> </ul>
Long-term contracted cash flows	<ul> <li>Cash flows secured by 20-year Italian feed-in tariff contract with investment-grade government counterparty</li> <li>Geographical diversification within Italy further enhances stability of cash flows</li> </ul>
Strong balance sheet following distribution	<ul> <li>Equity required for 2010 projects fully funded through exisitng Lundin Petroleum bridge loan</li> <li>Additional capital requirements to be satisfied through non-recourse project debt financings</li> </ul>
Attractive valuation relative to comparable independent power developers (IPPs)	<ul> <li>Valuation attractive relative to peers – pure-play solar IPPs should trade at a premium to the largely wind-based comparables due to the predictability of solar revenues, higher gearing and lower cost of capital</li> <li>Lundin family is maintaining its equity investment in the company and will be the largest shareholder with 25% after the distribution</li> <li>Lundin Petroleum's distribution of Etrion adds over 40,000 shareholders to increase liquidity of shares between Toronto and Stockholm</li> </ul>

# For more information on Etrion, please refer to <u>www.etrion.com</u>

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- Questions regarding the listing and distribution will be answered at phone number +46 8 5886 94 89

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