Cloudberry Clean Energy AS | Successful Completion of Private Placement

NOT FOR DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA (INCLUDING ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OF AMERICA AND THE DISTRICT OF COLUMBIA) (THE "UNITED STATES"), AUSTRALIA, CANADA, THE HONG KONG SPECIAL ADMINISTRATIVE REGION OF THE PEOPLE'S REPUBLIC OF CHINA OR JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL

Oslo, Norway, 14 December 2020: Reference is made to the stock exchange notice published on 9 December 2020, regarding the contemplated private placement of new shares (the "Private Placement") in Cloudberry Clean Energy AS ("Cloudberry" or the "Company").

Cloudberry is pleased to announce that it has raised NOK 500 million in gross proceeds through the Private Placement of 47,619,047 new shares in the Company (the "Offer Shares"), at a price per Offer Share of NOK 10.50 (the "Offer Price"). The Private Placement was oversubscribed throughout the full size range and received strong interest from high quality institutional investors in the Nordics and internationally.

The Private Placement took place through an accelerated bookbuilding process between 9 December 2020 09:00 CET and 11 December 2020 14:00 CET, with Carnegie AS and Pareto Securities AS acting as joint lead managers and joint bookrunners (the "Managers").

Cloudberry intends to use the net proceeds from the Private Placement to realise the Company's near-term growth opportunities (the "Growth Opportunities"), as well as for general corporate purposes. The Growth Opportunities include an acquisition of up to 33.4% of the shares in Odal Vindkraftverk AS (the "Odal Windfarm") and the acquisition of five hydro power assets, which require equity financing, in addition to an expected 20% shareholding in the in-house shallow water windfarm development Vänern.

The following primary insiders have been allocated shares in the Private Placement:

- Havfonn AS, represented on the Board of Directors of the Company by Morten Bergesen, owned 4,882,882 shares before the Private Placement and has been allocated 4,285,714 Offer Shares.
- Snefonn AS, represented on the Board of Directors of the Company by Morten Bergesen, owned 6,404,702 shares before the Private Placement and has been allocated 1,428,571 Offer Shares.
- CCPartner AS, represented on the Board of Directors of the Company by Chairman Frank J. Berg, owned 2,696,957 shares before the Private Placement and has been allocated 476,190 Offer Shares.
- Caddie Invest AS, represented on the Board of Directors of the Company by Petter Borg, owned 375,764 shares before the Private Placement and has been allocated 95,238 Offer Shares.
- Mittas AS, represented on the Board of Directors of the Company by Benedicte Fossum, owned zero shares before the Private Placement and has been allocated 38,095 Offer Shares.
- Lenco AS, represented by Anders Lenborg (CEO), owned 1,093,070 shares before the Private Placement and has been allocated 190,476 Offer Shares. Anders Lenborg also holds 795,000 warrants.
- Lotmar Invest AS, represented by Jon Gunnar Solli (COO), owned 541,602 shares before the Private Placement and has been allocated 12,000 Offer Shares. Jon Gunnar Solli also holds 300,000 warrants.
- Viva North AS, represented by Tor Arne Pedersen (CDO), owned 49,027 shares before the Private Placement and has been allocated 47,619 Offer Shares. Tor Arne Pedersen also holds 300,000 warrants.

In addition, Cloudberry Partners AS, where Caddie Invest AS (represented on the Board of Directors of the Company by Petter Borg) and Snefonn AS (represented on the Board of Directors of the Company by Morten Bergesen) own 25% each, owned 2,209,055 shares before the Private Placement and has been allocated 476,190 Offer Shares.

Completion of the Private Placement is subject to (i) the resolution by the extraordinary general meeting (the "EGM") on the Private Placement and issue of the Offer Shares and (ii) registration of the share capital increase in the Company pertaining to the Private Placement with the Norwegian Register of Business Enterprises (Nw. *Foretaksregisteret*) (the "NRBE").

Notification of conditional allotment will be sent to the applicants by the Managers on 14 December 2020. The board of directors of the Company has resolved to approve the Private Placement, including the conditional allocation of the Offer Shares, and to call for the EGM to be held on 21 December 2020.

The Private Placement will be settled with new shares in the Company. The Managers will enter into a pre-payment agreement to ensure timely registration of the new share capital. The Offer Shares will thus be tradable following registration of the share capital increase in the NRBE, expected on or about 23 December 2020 (subject to the case handling time at NRBE), whereby the Managers will settle on a delivery versus payment basis to the investors.

Following registration of the Offer Shares with the NRBE, the Company's share capital will be NOK *26,266,334* divided into *105,065,336* shares, each with a par value of NOK 0.25.

The Board of Directors has considered the Private Placement in light of the equal treatment obligations under the Norwegian Private Limited Liability Companies Act, the Norwegian Securities Trading Act, the the Issuer Rules for Euronext Growth Oslo and Oslo Børs' Circular no. 2/2014, and is of the opinion that the Private Placement is in compliance with these requirements. The Board has considered alternative structures for the raising of new equity. The Board is of the view that is in the common interest of the Company and its shareholders to raise equity through a private placement setting aside the pre-emptive rights of the shareholders. By structuring the equity raise as a private placement, the Company has been in a position to raise equity efficiently, with a lower discount to the current trading price, at a lower cost and with a significantly lower risk comparted to a rights issue. In the assessment it has also been taken into consideration that the Private Placement is subject has been structured as a publicly announced bookbuilding process.

The Board has also considered whether to carry out a subsequent offering towards the existing shareholders who were not allocated shares in the Private Placement. The Board has concluded that this is not required to comply with the rules regarding equal treatment of shareholders and has resolved to not carry out a subsequent offering. In the assessment it has been taken into consideration *inter alia* that (i) the Private Placement was implemented in a manner to ensure that it was placed on market terms, (ii) that the subscription price represents a small discount to the observed trading prices after announcement of the subscription price in the Private Placement on 11 December 2020 and (iii) that the Private Placement was implemented as a publicly announced bookbuilding process which was open for three trading day.

Advokatfirmaet DLA Piper Norway DA acted as legal advisor to the Company and SANDS Advokatfirma DA acted as legal advisor to the Managers in connection with the Private Placement.

For further information, please contact:
Anders Lenborg, CEO, +47 934 13 130, al@cloudberry.no
Christian Helland, CVO, +47 418 80 000, ch@cloudberry.no
Suna Alkan, CSO, +47 913 02 907, sa@cloudberry.no

About Cloudberry
Cloudberry Clean Energy AS is a Nordic renewable energy company, owning, developing, and operating hydro power plants and wind farms in Norway and Sweden. The Company`s purpose is to provide clean renewable energy for future generations, developing a sustainable society for the long term and creating value for our stakeholders. The Company believe in a fundamental long-term demand for renewable energy in the Nordics and Europe, and purpose shapes every aspect of how Cloudberry operates. Cloudberry is a public Euronext Growth (Merkur Market) company supported by strong owners and led by an experienced management team and board. The Company is located in Oslo, Norway (main office) and Karlstad, Sweden. To learn more about Cloudberry, go to www.cloudberry.no.

Important Notices

This announcement does not constitute or form a part of any offer of securities for sale or a solicitation of an offer to purchase securities of the Company in the United States or any other jurisdiction. The distribution of this announcement and other information may be restricted by law in certain jurisdictions. Copies of this announcement are not being made and may not be distributed or sent into any jurisdiction in which such distribution would be unlawful or would require registration or other measures. Persons into whose possession this announcement or such other information should come are required to inform themselves about and to observe any such restrictions. The securities of the Company may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"). The securities of the Company have not been, and will not be, registered under the U.S. Securities Act. Any sale in the United States of the securities mentioned in this communication will be made solely to "qualified institutional buyers" as defined in Rule 144A under the U.S. Securities Act. No public offering of the securities will be made in the United States. In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the EU Prospectus Regulation, i.e., only to investors who can receive the offer without an approved prospectus in such EEA Member State. The expression "EU Prospectus Regulation" means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (together with any applicable implementing measures in any Member State). In the United Kingdom, this communication is only addressed to and is only directed at Qualified Investors who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order") or (ii) are persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.) (all such persons together being referred to as "Relevant Persons"). These materials are directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this announcement relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Persons distributing this communication must satisfy themselves that it is lawful to do so. Any Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Private Placement. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Company's shares. Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Company's shares and determining appropriate distribution channels. Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "anticipate", "believe", "continue", "estimate", "expect", "intends", "may", "should", "will" and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. Actual events may differ significantly from any anticipated development due to a number of factors, including without limitation, changes in investment levels and need for the Company's services, changes in the general economic, political and market conditions in the markets in which the Company operate, the Company's ability to attract, retain and motivate qualified personnel, changes in the Company's ability to engage in commercially acceptable acquisitions and strategic investments, and changes in laws and regulation and the potential impact of legal proceedings and actions. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not provide any guarantees that the assumptions underlying the forward-looking statements in this announcement are free from errors nor does it accept any responsibility for the future accuracy of the opinions expressed in this announcement or any obligation to update or revise the statements in this announcement to reflect subsequent events. You should not place undue reliance on the forward-looking statements in this document. Current market conditions are affected by the COVID-19 virus outbreak. The development in both Cloudberry's operations as well as relevant financial markets in general may be affected by government measures to mitigate the effect of the virus, reduction in activity, unavailable financial markets and other. The information, opinions and forward-looking statements contained in this announcement speak only as at its date, and are subject to change without notice. Each of the Company, the Managers and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any statement contained in this announcement whether as a result of new information, future developments or otherwise. This announcement is made by and, and is the responsibility of, the Company. The Managers are acting exclusively for the Company and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, or for advice in relation to the contents of this announcement or any of the matters referred to herein. Neither the Managers nor any of their respective affiliates makes any representation as to the accuracy or completeness of this announcement and none of them accepts any responsibility for the contents of this announcement or any matters referred to herein. This announcement is for information purposes only and is not to be relied upon in substitution for the exercise of independent judgment. It is not intended as investment advice and under no circumstances is it to be used or considered as an offer to sell, or a solicitation of an offer to buy any securities or a recommendation to buy or sell any securities of the Company. Neither the Managers nor any of their respective affiliates accepts any liability arising from the use of this announcement.