Cloudberry Clean Energy ASA | Contemplated Private Placement

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Cloudberry Clean Energy ASA ("**Cloudberry**" or the "**Company**") has retained Carnegie AS and Pareto Securities AS as Joint Global Coordinators and Joint Bookrunners together with Skandinaviska Enskilda Banken AB (publ) as Joint Bookrunner (collectively referred to as the "**Joint Bookrunners**") to advise on and effect a contemplated private placement for gross proceeds of up to NOK 600 million directed towards Norwegian and international investors, subject to and in compliance with applicable exemptions from relevant prospectus or registration requirements (the "**Private Placement**").

The Private Placement is contemplated to be carried out by issuing up to 38,750,000 new shares in the Company (equal to approx. 19.99% of the shares outstanding) (the "**Offer Shares**") in a tranche of shares to be delivered to investors in the form of existing shares in the Company that are tradeable on Oslo Børs upon allocation, and a number of Additional Offer Shares (as defined below), to be delivered to certain investors that have agreed to be allocated Additional Offer Shares, in a separate tranche of shares which will not be listed on Oslo Børs until publication by the Company of a listing prospectus.

The price of the Offer Shares and the Additional Offer Shares will be determined through an accelerated book-building process (the "**Offer Price**").

The net proceeds from the Private Placement will be used to finance acquisition and construction costs of the Company's Kafjärden onshore wind farm project (approx. NOK 200 million), retaining an increased ownership share (approx. 50%) in the Company's Stenkalles Grund shallow water wind farm project through construction (approx. NOK 240 million), the potential acquisition of Captiva (approx. NOK 48 million) and further growth opportunities. In the event of non-completion of the Captiva acquisition, the proceeds related to the acquisition will be used to finance other growth opportunities.

The growth opportunities to be funded by the contemplated Private Placement are expected to increase Cloudberry's funded portfolio from approx. 220 MW currently to approx. 300 MW post completion of the Private Placement. Through continued portfolio optimization and capital allocation, Cloudberry will aim to pursue the most profitable developments through to production with optimized ownership stakes. Maintaining a robust balance sheet enables Cloudberry to act on attractive opportunities like the Kafjärden project, and the contemplated Private Placement will further strengthen Cloudberry's room to act on similar actionable hydro and wind projects going forward.

CEO comment

"Cloudberry is uniquely positioned in the Nordic renewable power market with a lot of growth opportunities meeting our strict ESG requirements. We remain committed to only pursue projects that meet our return criteria combined with acceptable risks and upside potential. The contemplated Private Placement will fund accretive projects such as Kafjärden and Stenkalles Grund, and enable us to add further attractive projects to our growing portfolio", says Anders Lenborg, CEO of Cloudberry.

Information on the contemplated Private Placement

The Joint Bookrunners have received pre-commitments of approx. NOK 300 million from the three largest shareholders Joh Johannson Eiendom AS, primary insider Morten Bergesen and affiliates (Havfonn AS and Snefonn AS) and Ferd AS.

The completion of the Private Placement by delivery of Offer Shares and Additional Offer Shares to investors is conditional upon, without limitation, the following conditions being satisfied: (i) all necessary corporate resolutions being validly made by the Company, including without limitation, the board of directors of Cloudberry (the **"Board"**) resolving to consummate the Private Placement and issue the Offer Shares and the Additional Offer Shares pursuant to the board authorisation granted by the Company's extraordinary general meeting held on 17 June 2021, pursuant to which the Board may also waive the pre-emption rights of existing shareholders, (ii) the Share Lending Agreement (as defined below) not being terminated prior to allocation, and (iii) in respect of the Additional Offer Shares, payment in full of all of the Additional Offer Shares and registration of the share capital increase relating to the Additional Offer Shares in the Norwegian Register of Business Enterprises (jointly the **"Conditions"**).

The bookbuilding period for the Private Placement will commence on 8 December 2021 at 16:30 CET and is expected to close on 9 December 2021 at 08:00 CET (the "**Bookbuilding Period**"). The Company, after consultation with the Joint Bookrunners, reserves the right to at any time and in its sole discretion resolve to close or to extend the Bookbuilding Period or to cancel the Private Placement in its entirety without further notice. If the Bookbuilding Period is shortened or extended, any other dates referred to herein may be amended accordingly.

Delivery of the Offer Shares allocated in the Private Placement will, in order to facilitate delivery-versus-payment (DVP), be made by delivery of existing and unencumbered shares in the Company already admitted to trading on Oslo Børs, pursuant to a share lending agreement entered into between the Company, the Joint Bookrunners and certain existing shareholders (the "**Share Lending Agreement**"). The Offer Shares delivered to the subscribers will thus be tradable from allocation. The Joint Bookrunners will settle the share loan with new shares in the Company to be issued in connection with the Private Placement. Notification of allocation and payment instruction is expected to be sent by the Joint Bookrunners on or about 9 December 2021, the first day of trading for the Offer Shares on Oslo Børs is expected to be on or about 9 December 2021 (T) and the settlement date is expected to be on or about 13 December 2021 (DVP T+2).

Any residual between the offer size of NOK 600 million and the number of Offer Shares (38,750,000) multiplied by the Offer Price will be covered by issuance of new shares by the Company in a separate tranche (the "**Additional Offer Shares**"). The Additional Offer Shares will be registered with the VPS on a separate ISIN from the existing shares of the Company, pending publication by the Company of a listing prospectus (the "**Listing Prospectus**") and will not be tradable on Oslo Børs until the Listing Prospectus has been approved by the Norwegian Financial Supervisory Authority and published by the Company. Following publication of the Listing Prospectus, the Additional Offer Shares will assume the same ISIN in the VPS as the other outstanding shares in the Company and be tradable on Oslo Børs. Snefonn AS and Havfonn AS have agreed to be allocated Additional Offer Shares, and all other investors that are allocated shares in the Private Placement will thus receive Offer Shares which are tradeable upon allocation.

The minimum subscription and allocation amount in the Private Placement will be the NOK equivalent of EUR 100,000, provided that the Company may, at its sole discretion, allocate an amount below EUR 100,000 to the extent applicable exemptions from the prospectus requirement pursuant to applicable regulations, including the Norwegian Securities Trading Act, the Prospectus Regulation and ancillary regulations, are available.

The allocation will be made at the sole discretion of the Board after input from the Joint Bookrunners. Allocation will be based on criteria such as (but not limited to), current ownership in the Company, price leadership, timeliness of the application, relative order size, sector knowledge, perceived investor quality and investment horizon. The Board may, at its sole discretion, reject and/or reduce any applications. There is no guarantee that any applicant will be allocated Offer Shares.

Subject to completion of the Private Placement, the Company has agreed to a 90-day lock-up for the Company, subject to customary exemptions.

The Board has considered the Private Placement in light of the equal treatment obligations under the Norwegian Securities Trading Act, the rules on equal treatment under Oslo Rule Book II for companies listed on the Oslo Stock Exchange and the Oslo Stock Exchange's Guidelines on the rule of equal treatment. The Board is of the view that the contemplated transaction will be in compliance with these requirements. The

Board has considered alternative structures for the raising of new equity. Following careful considerations, the Board is of the view that it will be 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 transaction as a private placement, the Company expects to be in a position to complete the share issue in today's market conditions in an efficient manner and at a higher subscription price than would have been the case for a rights issue. In the assessment it has also been taken into consideration that the Private Placement is subject to a publicly announced book-building process.

The Company may, subject to completion of the Private Placement, and certain other conditions, propose to carry out a subsequent offering of new shares (the "**Subsequent Offering**") which, subject to applicable securities law, will be directed towards existing shareholders in the Company as of 8 December 2021 (as registered in the VPS two trading days thereafter), who (i) were not allocated Offer Shares or Additional Offer Shares in the Private Placement, and (ii) are not resident in a jurisdiction where such offering would be unlawful or, would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action.

Please see attached an updated Company presentation.

Advokatfirmaet DLA Piper Norway DA acts as legal advisor to the Company and Advokatfirmaet Grette AS acts as legal advisor to the Joint Bookrunners.

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This information is considered to be inside information pursuant to the EU Market Abuse Regulation (MAR) and is subject to the disclosure requirements pursuant to MAR article 17 and Section 5-12 the Norwegian Securities Trading Act. This stock exchange announcement was published by Suna Alkan, CSO at Cloudberry Clean Energy ASA on 8 December, 2021, at 16:30 CET.

About Cloudberry
Cloudberry is a renewable energy company operating in the Nordics and in accordance with local tradition. The Company owns, develops, and operates hydropower plants and wind farms in Norway and Sweden. Cloudberry is powering the energy transition to a sustainable future by providing new renewable energy today and for future generations. The Company believes in a fundamental long-term demand for renewable energy in Europe. With this as a fundament, Cloudberry is building a sustainable, scalable, efficient, and profitable platform for creation of shareholder value. Cloudberry`s shares are traded on Oslo Stock Exchange's main list (Oslo Børs), supported by strong owners and led by an experienced team and board. The Company has offices in Oslo, Norway (main office) and Karlstad, Sweden. To learn more about Cloudberry, go to http://www.cloudberry.no

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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. 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