



Alternus Energy Reports First Quarter 2023 Financial Results

Dublin, 29 June 2023 International Renewable Independent Power Producer (IPP) Alternus Energy Group Plc (OSE: ALT) (the “Company” or “Alternus”) today announced its reviewed financial results for the first quarter 2023 under U.S. GAAP format. The Q1 2023 financial report is included in an amended Proxy statement that Clean Earth Acquisitions Corp. has filed with the Securities and Exchange Commission in the US on June 26th in relation to the contemplated business combination now targeted to complete in Q3 2023.

Q1 2023 Highlights

- Power production decreased by 15% to 25.8 MWh due primarily to weather variances year-on-year
- Revenue decreased by \$0.4 million (8%) to \$4.8 million as a result of the lower production offset by higher energy rates in the respective periods
- Gross profit declined by \$1.0 million (25%) based on lower revenues versus fixed operating costs
- Operating expenses up by \$2.1 million (55%) due primarily to increased operating costs to support the growth of the business and one time expenses related to the planned business combination
- Modestly negative EBITDA of \$.09 million down from positive of \$1.9 million in 2022, reflecting the lower gross margins in the period

Commenting on results, Vincent Browne, Chairman and Group CEO, said: “This is our first quarter in which operating assets were unchanged versus the year earlier, and the small variance we saw in production and revenue was primarily due to weather. Adjusting for weather, the stability in our results reflects one of the most important attributes of our business model...that once owned and in service, our solar parks generate a steady stream of power at steady prices literally for decades. This predictability is what makes these parks valuable assets in that they generate high margin cash flows that can be monetized in any number of ways, including to fund growth internally. We look forward to closing the business combination with Clean Earth soon. We now anticipate closing in Q3 due to delays outside our control. After closing, we intend to ‘step on the gas’-- so to speak-- to complete several targeted accretive acquisitions. We expect to bring 156MWp of our 582MWp development portfolio into construction and operation during 2024.”

Diversified Portfolio of Assets

The table below summarizes the Company’s diversified portfolio of assets as of 31 March 2023.



	Operating (MWs DC)	Pre- Construction (<12 mths) (MWs DC)	Develop- ment Portfolio (MWs DC)	Q1 2023 Power Sold (GWh)	Q1 2023 Revenue (USD mil)	Q1 2023 Gross Profit (USD mil)
Poland	88.4			11.8	1.0	0.2
Romania	40.1			9.1	2.8	2.3
Netherlands	25.4			2.9	0.4	0.3
Italy	10.5	156	298	1.9	0.7	0.5
Spain	--		74	--	--	--
Germany	0.7			0.06	--	0
U.S.A.	0.4			--	0.02	--
Total	165.5	156	372	25.8	4.8	3.2

The portfolio was stable in the first quarter while the Company awaits the expected funding from the merger with Clean Earth Acquisitions Corp. Power sold was stable after accounting for the timing of inclusion of the Poland acquisition into the portfolio last year. Power production, revenue and gross profit performance all reflect the high level of visibility and predictability of the Company's business model.

First Quarter 2023 Results

The table below summarizes the Company's financial performance for the first quarter of 2023.

	Q1 2023	% Change	Q1 2022
Total Revenue	4.8	(8)%	5.2
Gross Profit	3.2	(25)%	4.2
Gross Margin	67%	(18)%	81%
Operating Expenses	(4.1)	74%	(2.4)
Operating Profit	(.9)	(153)%	1.8
Interest Charges	(5.1)	5%	(4.8)
Depreciation and amortization	(1.8)	(19)%	(2.3)
Total Other Expense			
Net Loss	(7.6)	52%	(5.3)
EBITDA	(0.9)	(153)%	1.8

Revenue was down modestly due to unfavorable weather conditions partially offset by higher average rates. Cost of revenues increased due to the three parks in Poland being operational for the full first quarter of 2023. Selling, general and administrative expenses increased primarily due to increased compensation related expenses, audit fees and rent expenses. Depreciation, amortization, and accretion expenses decreased due to a change in useful life of two parks in Romania and one park in Poland, partially



offset by the added depreciation of the three parks in Poland that were purchased at the end of first quarter 2022. Interest expense increased due to the increase in the effective interest rate of the Solis bond from 6.5% to 8.7%, partially offset by a more favorable EUR/USD exchange rate versus the same period in 2022.

Subsequent Events

After the close of the quarter, the Company announced material developments that it believes strengthen its outlook.

Amended Business Combination Agreement

On April 18, 2023, Alternus announced that it had agreed to an amendment to the Business Combination Agreement ("BCA") with Clean Earth Acquisitions Corp. The revisions include a reduced equity value of Alternus, reduced potential "Earnout" shares, and a reduction in the associated adjusted EBITDA targets for 2023 and 2024 and 2025. Both Alternus and Clean Earth, in conjunction with their advisors, believe the revised valuation will be attractive to investors upon completion of the transaction and will support the growth of the business.

Solis Bond Waivers Extended

On June 2, 2023 the bondholders approved an extension to the waiver to September 30, 2023 and the bond trustee was granted certain additional information rights and the right to appoint half of the members of the board of directors of Solis, in addition to the members of the board appointed by Alternus. In the event of a tied board, the Bondholder representatives would have the casting vote. Under the waiver agreement, Solis must fully repay the Bonds by September 30, 2023.

Unisun Enters Strategic Collaboration with Eigra

On June 14, 2023, Alternus' Netherlands-based subsidiary Unisun Energy B.V. agreed to Terms and Conditions for a Strategic Collaboration Framework Agreement with Eigra Fluelec S.A., one of the largest industrial services providers in Europe. The framework will enable the two firms to efficiently collaborate on potential EPC opportunities and Ready-to-Build acquisitions, initially in Spain then later in other European markets.

Additional information about the Company's First Quarter Financial Results can be found in Clean Earth's Proxy Statement available at www.sec.gov and on the Clean Earth website.

About Alternus Energy Group Plc

Alternus Energy Group Plc is an international vertically integrated independent power producer (IPP). Headquartered in Ireland, and listed on the Euronext Growth Oslo, the Company develops, installs, owns, and operates midsize utility scale solar parks.



The Company also has offices in Rotterdam and the United States. For more information visit www.alternusenergy.com.

About Clean Earth Acquisitions Corp.

Clean Earth Acquisitions Corp. is a blank check company formed for the purpose of effecting a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization or other similar business combination with one or more businesses or entities. For more information visit www.cleaneearthacquisitions.com.

Forward-Looking Statements

This notice contains forward-looking statements within the meaning of section 27A of the Securities Act and section 21E of the Exchange Act that are based on beliefs and assumptions and on information currently available to the Alternus and Clean Earth. Certain statements included in this notice that are not historical facts are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are sometimes accompanied by words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “should,” “would,” “plan,” “predict,” “potential,” “seem,” “seek,” “future,” “outlook” and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding Alternus’ growth, prospects and the market for solar parks and other renewable power sources. These statements are based on various assumptions, whether or not identified in this notice, and on the current expectations of the respective management teams of Alternus and Clean Earth and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as and must not be relied on by an investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of Alternus and Clean Earth.

These forward-looking statements are subject to a number of risks and uncertainties, including: the impact of reduction, modification or elimination of government subsidies and economic incentives (including, but not limited to, with respect to solar parks); the impact of decreases in spot market prices for electricity; dependence on acquisitions for growth in Alternus’ business; inherent risks relating to acquisitions and Alternus’ ability to manage its growth and changing business; risks relating to developing and managing renewable solar projects; risks relating to PV plant quality and performance; risks relating to planning permissions for solar parks and government regulation; Alternus’ need for significant financial resources (including, but not limited to, for growth in its business); the need for financing in order to maintain future profitability; the lack of any assurance or guarantee that Alternus can raise capital or meet its funding needs; Alternus’ limited operating history; risks relating to operating internationally, include currency risks and legal, compliance and execution risks of operating internationally; the potential inability of the parties to successfully or timely consummate the proposed business combination; the risk that any regulatory approvals are not obtained, are delayed or are subject to unanticipated



conditions that could adversely affect the combined company or the expected benefits of the proposed business combination; the approval of the stockholders of Clean Earth is not obtained; the risk of failure to realize the anticipated benefits of the proposed business combination; the amount of redemption requests made by Clean Earth's stockholders exceeds expectations or current market norms; the ability of Alternus or the combined company to obtain equity or other financing in connection with the proposed business combination or in the future; the outcome of any potential litigation, government and regulatory proceedings, investigations and inquiries; the risk that the proposed business combination disrupts current plans and operations as a result of the announcement and consummation of the Transaction; costs related to the proposed business combination; the impact of the global COVID-19 pandemic; the effects of inflation and changes in interest rates; an economic slowdown, recession or contraction of the global economy; a financial or liquidity crisis; geopolitical factors, including, but not limited to, the Russian invasion of Ukraine; global supply chain concerns; the status of debt and equity markets (including, market volatility and uncertainty); and other risks and uncertainties, including those risks to be included under the heading "Risk Factors" in the proxy statement to be filed by Clean Earth with the SEC and also those included under the heading "Risk Factors" in Clean Earth's final prospectus relating to its initial public offering dated February 23, 2022 and Clean Earth's other filings with the SEC.

In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by Alternus, Clean Earth their respective directors, officers, affiliates, advisers or employees (or any other person) that the Alternus and Clean Earth will achieve their objectives and plans in any specified time frame, or at all. The forward-looking statements in this notice represent the views of the Alternus and Clean Earth as of the date of this notice. Risks in addition to those set forth herein may also materialize or Clean Earth's and Alternus' assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that neither Clean Earth nor Alternus presently know, or that neither Clean Earth nor Alternus currently believe are immaterial, that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Clean Earth's and Alternus Energy's expectations, plans or forecasts of future events and views as of the date of this notice. Clean Earth and Alternus Energy anticipate that subsequent events and developments will cause Clean Earth's and Alternus Energy's assessments to change. However, while Clean Earth and Alternus Energy may elect to update these forward-looking statements at some point in the future, Clean Earth and Alternus Energy specifically disclaim any obligation to do so. Neither Clean Earth nor Alternus anticipate that subsequent events and developments will cause Clean Earth's and Alternus' assessments to change. However, while Clean Earth and Alternus may elect to update these forward-looking statements at some point in the future, Clean Earth and Alternus specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing Clean Earth's or Alternus' assessments of any date subsequent to the date of this notice. Accordingly, undue reliance should not be placed upon the forward-looking statements.



Additional Information About the Proposed Business Combination and Where to Find It

In connection with the Proposed Business Combination, Clean Earth intends to file relevant materials with the SEC, including a proxy statement. Clean Earth urges its investors, shareholders and other interested persons to read, when available, the proxy statement filed with the SEC and documents incorporated by reference therein because these documents will contain important information about Clean Earth, Alternus Energy and the Proposed Business Combination. The final proxy statement, a proxy card and other relevant documents will be mailed to the shareholders of Clean Earth as of the record date established for voting on the Proposed Business Combination and will contain important information about the Proposed Business Combination and related matters. Shareholders of Clean Earth and other interested persons are advised to read, when available, these materials (including any amendments or supplements thereto) and any other relevant documents in connection with Clean Earth's solicitation of proxies for the meeting of shareholders to be held to approve, among other things, the Proposed Business Combination because they will contain important information about Clean Earth, Alternus Energy and the Proposed Business Combination. Shareholders will also be able to obtain copies of the preliminary proxy statement, the final proxy statement and other relevant materials in connection with the transaction without charge, once available, at the SEC's website at www.sec.gov or by directing a request to: Clean Earth Acquisition Corp., Attention: Martha Ross, CFO & COO, telephone: (800) 508-1531. The information contained on, or that may be accessed through, the websites referenced in this Notice is not incorporated by reference into, and is not a part of, this notice.

Participants in the Solicitation

Clean Earth, Alternus Energy and their respective directors and executive officers may be deemed participants in the solicitation of proxies from Clean Earth's shareholders in connection with the Proposed Business Combination. Information regarding the directors and executive officers of Clean Earth and their ownership of Clean Earth common stock is set forth in Clean Earth's definitive prospectus filed with the SEC on February 23, 2022, in connection with Clean Earth's initial public offering. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to Clean Earth's shareholders in connection with the Proposed Business Combination will be included in the proxy statement that Clean Earth intends to file with the SEC. Additional information regarding the interests of participants in the solicitation of proxies in connection with the Proposed Business Combination will be included in the proxy statement that Clean Earth intends to file with the SEC. You may obtain free copies of these documents at the SEC's website at www.sec.gov or by directing a request to: Clean Earth Acquisitions Corp., Attention: Martha Ross, CFO & COO, telephone: (800) 508-1531.

No Offer or Solicitation

This notice is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed business combination and shall not constitute an offer to sell or a solicitation of an offer to buy



any securities nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act.

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