

PRESS RELEASE

ADVERTISEMENT. This announcement is an advertisement relating to the intention of the Company (as defined below) to proceed with a private placement of units (the **Offering**) (each consisting of one ordinary share in the Company with a nominal value of €0.01 per share (**Ordinary Share**) and 1/3 of a warrant (**Warrant**)) (**Units**) and the admission of all of the Units, Ordinary Shares and Warrants to listing and trading on Euronext Amsterdam (**Admission**). This announcement does not constitute a prospectus. This announcement is for information purposes only and is not intended to constitute, and may not be construed as, an offer to sell or a solicitation of any offer to buy the securities of Climate Transition Capital Acquisition I B.V. (the Company or CTCA1, and such securities, **Securities**) in the United States, Canada, Australia, South Africa and Japan or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to such registration, exemption from registration or qualification under the securities laws of such jurisdiction. Further details about the Offering and the Admission are included in the prospectus relating to the Offering and Admission (**Prospectus**). The approved Prospectus will be published and made available at no cost through the corporate website of the Company shortly hereafter (www.climatetransitioncapital.com), subject to securities law restrictions in certain jurisdictions. An offer to acquire Units pursuant to the Offering will be made, and any potential investor must make their investment solely on the basis of information that will be contained in the Prospectus. Potential investors must read the entire Prospectus carefully before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the Units. The approval of the Prospectus by the AFM should not be understood as an endorsement of the quality of the Units and the Company. This announcement also serves as the pricing statement related to the Offering as required by article 17(2) of Regulation (EU) 2017/1129 (**Prospectus Regulation**).



CLIMATE TRANSITION CAPITAL ACQUISITION 1 (CTCA1) ANNOUNCES PUBLICATION OF ITS PROSPECTUS & START OF THE OFFER PERIOD

Raising up to approximately €190 million to acquire a leading business that will accelerate the climate transition operating or headquartered in Europe

Intended listing on Euronext Amsterdam on 30 June 2021

Amsterdam, 23 June 2021

CTCA1 today announces the publication of its Prospectus approved by the AFM and start of the Offer Period (as defined below). This follows the announcement on 22 June 2021 by CTCA1 regarding its intention to undertake a private placement of Units (each consisting of one Ordinary Share and 1/3 of a Warrant) and to apply for admission to trading of the Units on the Euronext Amsterdam stock exchange.

CTCA1, a special purpose acquisition company (SPAC), has been launched to focus on accelerating the climate transition and aims to complete a business combination with a suitable partner that operates primarily in, or is headquartered in Europe, including the United Kingdom.

Details of the Offering are set out in the Prospectus, which will be made available on the website of CTCA1 (www.climatetransitioncapital.com) at no cost shortly hereafter, subject to securities law restrictions in certain jurisdictions.

The Offering will take place from 09.00 CET on 23 June 2021 until 17.30 CET on 29 June 2021 (the Offer Period), subject to acceleration or extension of the timetable for the Offering.

The final number of Units sold in the Offering will be determined at the end of the Offer Period and is expected to be announced on or around 30 June 2021. Admission to listing and trading of Units on Euronext Amsterdam is expected to commence at 09:00 CET on 30 June 2021. Settlement is expected to occur on 2 July 2021.

Hartree Partners and its affiliates intends to purchase 9.9% of the total number of Units sold by the Company in the Offering, including the Units that would be sold in case of a full exercise of the over-allotment option (irrespective of to what extent the over-allotment option will actually be exercised), at a price per Unit of €10.00, as a cornerstone investment in the Offering. Hartree's cornerstone investment in CTCA1 is on the same terms and conditions as other investors in the Offering, except for a guaranteed allocation.

ABN AMRO Bank N.V., in cooperation with ODDO BHF SCA, (**ABN AMRO**) is acting as sole global coordinator, joint bookrunner, underwriter and listing and paying agent. Barclays Bank PLC, acting through its investment bank (**Barclays**) and Morgan Stanley Europe SE (**Morgan Stanley**) are acting as joint bookrunners and underwriters.

DISCLAIMER

These materials are not for release, distribution or publication, whether directly or indirectly and whether in whole or in part, in or into the United States, Canada, Australia, Japan or South Africa or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

These materials are for information purposes only and are not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy the Securities in the United States, Canada, Australia, Japan or South Africa or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States. This announcement is not an offer of securities for sale into the United States. The Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States except pursuant to an applicable exemption from registration. The Company will not be registered in the United States as an investment company under the U.S. Investment Company Act of 1940. No public offering of securities is being made in the United States.

In the United Kingdom, this document and any other materials in relation to the Securities is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (within the meaning of the Prospectus Regulation (EU) 2017/1129 as it forms part of retained EU law by virtue of the European Union (Withdrawal) Act 2018) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Order**); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). Persons who are not relevant persons should not take any action on the basis of this document and should not act or rely on it.

The Company has not authorised any offer to the public of Securities in any Member State of the European Economic Area other than the Netherlands. With respect to any Member State of the European Economic Area, other than the Netherlands (each a **Relevant Member State**), no action has been undertaken or will be undertaken to make an offer to the public of Securities requiring publication of a prospectus in any Relevant Member State. As a result, the Securities may only be offered in Relevant Member States (i) to any legal entity which is a qualified investor as defined in the Prospectus Regulation; or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation. For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable the investor to decide to purchase or subscribe for the Securities and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 and includes any relevant delegated regulations and amendments thereto.

No action has been taken by the Company that would permit an offer of Securities or the possession or distribution of these materials or any other offering or publicity material relating to such Securities in any jurisdiction where action for that purpose is required.

The release, publication or distribution of these materials in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed should inform themselves about, and observe, such restrictions.

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These materials may include statements, including the Company's financial and operational medium-term objectives that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "aims", "forecasts", "continues", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made and the Company disclaims any obligation to update any such forward-looking statements.

Each of the Company, as well as ABN AMRO, Barclays and Morgan Stanley (the **Underwriters**) and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in these materials whether as a result of new information, future developments or otherwise.

The Underwriters are acting exclusively for the Company and no one else in connection with any offering of Securities. The Underwriters will not regard any other person as their respective clients in relation to any offering of Securities and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for providing advice in relation to any offering of Securities, the contents of these materials or any transaction, arrangement or other matter referred to herein. Neither the Underwriters nor any of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in these materials (or whether any information has been omitted from these materials) or any other information relating to the group, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of these materials or its contents or otherwise arising in connection therewith. Accordingly, the Underwriters disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of these materials and/or any such statement.

This announcement does not constitute a prospectus. An offer to acquire Securities pursuant to the proposed offering will be made, and any investor should make his or her investment, solely on the basis of information that will be contained in the prospectus to be made generally available in the Netherlands in connection with such offering. When made generally available, copies of the prospectus may be obtained at no cost from the Company or through the website of the Company.

This document contains information that qualifies as inside information within the meaning of Article 7(1) of Regulation (EU) No 596/2014 on market abuse.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (**MiFID II**); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the **MiFID II Product Governance Requirements**), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Units, the Ordinary Shares and the Warrants subject of the Offering have been subject to a product approval process, which has determined that such

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Units, Ordinary Shares and Warrants are: (i) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the **Target Market Assessment**). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the MiFID II Product Governance Requirements) should note that: the price of the Ordinary Shares and the Warrants may decline and investors could lose all or part of their investment; the Ordinary Shares and the Warrants offer no guaranteed income and no capital protection; and an investment in the Units, the Ordinary Shares and the Warrants is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

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 Units, the Ordinary Shares and the Warrants.

Each distributor is responsible for undertaking its own target market assessment in respect of the Units, the Ordinary Shares and the Warrants and determining appropriate distribution channels.