

# PRESS RELEASE



## Climate Transition Capital Acquisition 1 BV announces final share repurchase arrangement price per ordinary share

Amsterdam, 13 June 2023

Climate Transition Capital Acquisition 1 BV (CTCA1), a special purpose acquisition company (SPAC) listed on Euronext Amsterdam, announces the closure of the Share Repurchase Arrangement and final Share Repurchase Arrangement price per Ordinary Share.

Further to the launch of the Share Repurchase Arrangement last month and closure of the acceptance period on Friday 9 June 2023, CTCA1 announces that the holders of 18,937,874 of the Ordinary Shares confirmed that they wish to participate in the Share Repurchase Arrangement in accordance with the process outlined by the company in its press release dated 25 May 2023. Accordingly, 23,126 Ordinary Shares in the capital of CTCA1 will not be repurchased pursuant to the Share Repurchase Arrangement.

### Price

In connection with the Share Repurchase Arrangement, the final gross repurchase price payable is EUR 10.0820 per Ordinary Share. As previously announced, repurchase payments made to Ordinary Shareholders are generally subject to a 15% Dutch dividend withholding tax to the extent that the consideration paid exceeds the average paid-in capital per share (being EUR 9.60<sup>1</sup> per Ordinary Share) as recognised for Dutch dividend withholding tax purposes. The net repurchase price payable per Ordinary Share will be EUR10.0097<sup>2</sup>. The share repurchase proceeds will be paid to accepting Ordinary Shareholders on 14 June 2023.

The repurchase of Ordinary Shares held by an Ordinary Shareholder who has accepted the Share Repurchase Arrangement does not trigger the repurchase of any Warrants held by that Ordinary Shareholder. There will be no distribution of proceeds or otherwise with respect to any of the Warrants, which will automatically expire without value upon the failure by the Company to complete a Business Combination. The last day to trade Warrants is expected to be 22 June 2023.

Shareholders who have not participated in the Share Repurchase Arrangement are dependent on the dissolution and liquidation of the Company to receive any repayment in respect of their Ordinary Shares. Such amount may be less than, and will be paid later than, that available under the Share Repurchase Arrangement.

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<sup>1</sup> At the IPO in July 2021 CTCA1 issued "Units" for a consideration of EUR 10.00 per Unit. Each Unit entitled the holder to 1 Ordinary Share and 1/3 of a Warrant. CTCA1 performed a fair value assessment at the time which established the €10.00 per Unit split EUR 9.60 per ordinary Share and EUR 0.40 per 1/3 Warrant (EUR 1.20 per warrant). Further details can be found in CTCA1's Annual Report and Financial Statements for 2021 and 2022.

<sup>2</sup> Certain Ordinary Shareholders may be subject to reduced rates of Dutch dividend withholding tax or for an exemption in terms of which such withholding tax would be refunded to them in whole or in part. As Dutch dividend withholding tax will by default be withheld on all repurchase payments, it is the responsibility of any such Ordinary Shareholders to determine such eligibility and reclaim the relevant portion withheld.

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## **Inside Information**

This press release contains inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation (Regulation 596/2014).

## Further information

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## Disclaimer

This announcement may include forward-looking statements, which are based on CTCA1's current expectations and projections about future events and speak only as of the date hereof. By their nature, forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors because they relate to events and depend on circumstances that will occur in the future whether or not within or outside the control of CTCA1. Such factors may cause actual results, performance or developments to differ materially from those expressed or implied by such forward-looking statements. Accordingly, no undue reliance should be placed on any forward-looking statements. CTCA1 operates in a rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible to predict all risks and uncertainties, nor to assess the impact that these factors will have on CTCA1. Forward-looking statements speak only as at the date at which they are made and CTCA1 undertakes no obligation to update these forward-looking statements.