

In a period where the need to achieve energy savings has never been so strong, ENERGISME announces the establishment of two lines of financing to support its business development

- **A maximum of 10 million euros in the form of Convertible Bonds with Warrants (CBW), of which 3 million euros have been drawn today**
- **A maximum of 2 million euros in the form of bonds with warrants, of which 0.84 million euros have been drawn today**

Energisme (FR0013399359 - ALNRG), a company that has developed a SaaS software solution, **N'Gage**, aimed at accelerating the energy performance of companies thanks to data intelligence, as well as a PaaS platform, **Loamics**, dedicated to the real-time processing of massive and heterogeneous data, announced today that it has set up two lines of financing to support its commercial development:

- 10 million under the terms of an agreement concluded with Atlas Special Opportunities¹ (the "Investor"). This financing will be carried out through the issuance of convertible bonds to which are attached warrants, the financial instruments, taken in their entirety, will hereinafter be referred to as the "CBW"; of which a drawdown of 3 million euros has been completed today
- A second line for a maximum aggregate amount of 2 million under the terms of an agreement with several specialized investors in the form of bonds with warrants attached ("BWs"), of which 840,000 euros has been drawn down today

The net proceeds of these financing lines replace the previous financing line put in place with the IRIS fund (see press release of January 20, 2022), which is being terminated, and of which **only 1.82 million euros were converted out of the 10 million available**.

By choosing to finance itself through the two BW and CBW products, Energisme has an adapted and flexible financing system to support and accelerate the steady growth of its turnover. The proceeds of these financings will enable Energisme to:

- Reinforce and expand its network of commercial partners to meet the demand for

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energy savings following large increases in electricity and gas prices in the last few months;

- Expand rapidly the customer base with the objective to double the number of customers to over 300 over the next 18 months;
- Pursue the development of Loamics during the second half of 2022.

Stéphane Bollon, CEO of Energisme said: "*The selected solutions secure - in a particularly volatile stock market environment - the financing of our commercial development during the second half of this year. We are fully committed to the execution of our strategic plan AMBITION 20-24 and are accelerating the commercialization of our two solutions N'Gage, energy performance software and Loamics, data processing middleware.*"

Mustapha Raddi, Co-Founder of Atlas Special Opportunities (ASO) said "*Energy management in current time is crucial with commodities prices at all-time high , we believe Energisme has the potential to help companies and states around the world to save millions of dollars with their innovative solutions , ASO capital will fuel the company's growth ambitions.*"

I. Information relating to the CBW

Legal basis of the issue

On June 28, 2022, the Board of Directors of the Company, making use of the delegation of powers granted by the General Meeting of Shareholders held on June 17, 2022 (the "Meeting"), in its 13th resolution, delegated the issue of a maximum of 1,000 CBW with cancellation of the preferential subscription right in favor of the Investor.

Given the nature of the transaction and of the Investor, this issue does not give rise to the preparation of a prospectus subject to the approval of the Financial Markets Authority.

Financing terms and conditions

A maximum of 1,000 CBW will be issued at the initiative of the Company in fifteen tranches as follows

- the first tranche will have a value of 3 million euros represented by 300 CBW; and
- the fourteen subsequent tranches will each have a value of 0.5 million euros, represented by 50 CBW.

Under the terms of the CBW issuance agreement, each tranche of CBW may only be issued after a period of 30 trading days following the subscription by the Investor of the preceding tranche of CBW. It is also specified that no tranche of CBW may be issued until the first tranche of CBW with a value of 3 million euros has been fully converted into shares of the Company.

The convertible bonds will be accompanied by a number of warrants equal to 20% of the value of the convertible bonds issued in this tranche, i.e. 0.6 million euros for the first tranche and 0.1 million euros for each of the fourteen subsequent tranches.

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The main characteristics of the convertible bonds and warrants are described in **Appendix 1**.

The Company will maintain on its website a table showing the number of outstanding convertible bonds and warrants, as well as the number of shares issued upon conversion of the convertible bonds and exercise of the warrants. All information concerning each of the drawings made in the context of the execution of this contract of issuance is available on the Company's website (<https://energisme.com/>).

II. Information relating to the BWs

Legal basis of the issue

On June 28, 2022, the Board of Directors of the Company, using the delegations of powers granted by the General Meeting of Shareholders held on June 17, 2022 (the "Meeting"), in its 9th and 12th resolutions, decided to issue 84 simple bonds with warrants attached (the "BW") with cancellation of the preferential subscription right in favor of investment funds and by private placement.

Given the nature of the transaction, this issue does not give rise to the preparation of a prospectus subject to the approval of the Financial Markets Authority.

Terms and conditions of the financing

A maximum of 200 BWs will be issued at the Company's initiative:

Each bond has a nominal value of 10,000 euros and 5,000 warrants attached to it.

The main characteristics of the Bonds and the attached warrants are described in **Appendix 2**.

The Company will maintain on its website a table tracking the outstanding BWs, as well as the number of shares issued upon exercise of the BWs. All information concerning each of the OBSA subscriptions and the execution of the terms and conditions of the BWs is available on the Company's website (<https://energisme.com/>).

III. Impact of the issues on the shareholders' equity and on the share of equity

For information purposes only and only in the event that all the financing lines are fully drawn down, which is not the objective, and based on the assumption of a conversion price of the CBWs of 0.85 euros, the impact of the issuance of new ordinary shares in the context of the conversion and full exercise of the CBWs and BWs is as follows

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| Shareholder's interest (in %) | Non-diluted basis | Diluted basis |
|--|-------------------|---------------|
| Before the issue of new shares | 1,00% | 0,89% |
| After issue of 11,764,706 new shares in case of conversion of the 1,000 convertible bonds | 0,43% | 0,41% |
| After issuance of 13,764,706 new shares in case of conversion of the 1,000 convertible bonds and exercise of the attached warrants | 0,40% | 0,38% |
| After issuance of 2,000,000 new shares in the event of exercise of the warrants arising from the BWs | 0,82% | 0,74% |
| After issue of 13,764,706 new shares in the event of conversion of the 1,000 convertible bonds and exercise of the BSAs and after issue of 2,000,000 new shares in the event of exercise of the warrants | 0,41% | 0,39% |

| Share of equity as of January 1, 2022 | Non-diluted basis (in euros rounded up) | Diluted basis (in euros rounded up) |
|--|--|--|
| Before the issue of new shares | € 2,979,833.00 | € 10,731,019.89 |
| After issue of 11,764,706 new shares in case of conversion of the 1,000 convertible bonds | € 12,979,832.99 | € 20,731,019.89 |
| After issuance of 13,764,706 new shares in case of conversion of the 1,000 convertible bonds and exercise of the attached warrants | € 14,979,832.99 | € 22,731,019.89 |
| After issuance of 2,000,000 new shares in the event of exercise of the warrants arising from the BWs | € 4,979,832.99 | € 12,731,019.89 |
| After issue of 13,764,706 new shares in the event of conversion of the 1,000 convertible bonds and exercise of the BSAs and after issue of 2,000,000 new shares in the event of exercise of the warrants | € 19,959,665.97 € | € 31,462,039.77 |

IV. Risk Factors

The public's attention is drawn to the risk factors relating to the company and its business, described in the 2022 Annual Financial Report available on the Company's website (<https://energisme.com/>). The occurrence of some or all of these risks could have an adverse effect on the company's business, financial condition, results, development or prospects.

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In addition, the public's attention is drawn to the following main risks linked to the implementation of the financing described above

- Risk of dilution of the Company's shareholders: the Company's shareholders who cannot participate in the operation will suffer dilution when new shares are issued in the event of conversion of the convertible bonds and exercise of the warrants;
- Risk in the event of non-fulfillment of all the tranches: the Company may have to review its development strategy and its objectives in the event of impossibility of issuing one or more tranches of CBWs or BWs.
- Risk on the volatility, liquidity and share price of the Company: the share price of the Company and the volatility of the Company's shares could fluctuate significantly after the issuance of the CBWs and the BWs, in particular in the event of conversion of the convertible bonds or exercise of the warrants;

¹ Atlas Capital Markets (ACM) was founded by Mustapha Raddi in 2012, a pioneer in innovative financing solutions. The fund is based in London, Since 2016 ACM signed an exclusive joint venture agreement with Arena Investors LP, a \$4 Billion dollar investment fund in New York. Together they have created Atlas Special Opportunities LLC (ASO) which offers funding solutions to small and mid-cap businesses across the globe. The Venture has invested in over 60 companies across Europe and USA.

ABOUT ENERGISME

ENERGISME has developed and markets a SaaS software solution (N'Gage) aimed at accelerating the energy performance of companies (energy service providers, energy suppliers and distributors, industrialists and property managers) thanks to data intelligence, as well as a PaaS platform (Loamics) dedicated to real-time processing of massive and heterogeneous data. Thanks to the decisive technological and operational advantages of its platform, ENERGISME has built up a loyal following of large accounts. The solution is also marketed by leading players under white label. ENERGISME (ISIN Code: FR0013399359/ Mnemonic: ALNRG) has been listed on the Euronext Growth market since July 2020.

ENERGISME is a company eligible for the PEA-PME and is also qualified as a BPI Innovative Company and BPI Excellence.



More information: [Investors - Energisme](#)



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Disclaimer

This press release, and the information contained herein, does not constitute an offer to sell or subscribe, or the solicitation of an order to buy or subscribe, Energisme securities in any country.

*In accordance with the provisions of Article L.411-2 of the French Monetary and Financial Code and Article 211-2 of the General Regulation of the Autorité des Marchés Financiers ("**AMF**"), this issue will not give rise to a prospectus approved by the AMF.*

The distribution of this press release in certain countries may constitute a violation of applicable legal provisions. Persons physically present in such countries and in which this press release is disseminated should inform themselves of and observe any such restrictions.

*This press release does not constitute a prospectus within the meaning of Regulation (EU) No. 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**").*

With respect to Member States of the European Economic Area other than France (the "Member States"), no action has been taken or will be taken to permit an offer of the securities to the public that would require the publication of a prospectus in any of these Member States. Accordingly, the securities cannot and will not be offered in any Member State (other than France), except in accordance with the exemptions provided for in Article 1(4) of the Prospectus Regulation, or in other cases not requiring the publication by Energisme of a prospectus under Article 3 of the Prospectus Regulation and/or the regulations applicable in those Member States.

*This announcement is not an offer of securities to the public in the United Kingdom. It is directed only at persons who are (i) investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "**Order**"), (ii) persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order or (iii) persons who are not investment professionals within the meaning of Article 49(2)(c) of the Order. "(iii) persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of financial securities may lawfully be addressed (all such persons together being referred to as "**Relevant Persons**"). Any person other than a Relevant Person must not use or rely on this announcement in the United Kingdom. Any investment or investment activity in connection with this announcement may only be made by Relevant Persons.*

*The securities to be issued under this offering agreement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") and may not be offered or sold in the United States of America without registration or an exemption from registration under the U.S. Securities Act. Energisme does not intend to register the offering, in whole or in part, in the United States of America, nor does it intend to make a public offering in the United States of America.*

The distribution of this press release in certain countries may violate applicable law. The information contained in this press release does not constitute an offer of securities in the United States, Canada, Australia, Japan or any other country. This press release may not be published, transmitted or distributed, directly or indirectly, in the United States, Canada, Australia or Japan.

Finally, this press release may be written in French and English. In the event of differences between the two texts, the French version shall prevail.

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APPENDIX 1

CHARACTERISTICS OF CBW

Caracteristics of convertible bonds

| | |
|--|--|
| Par value per unit of the CBW | 10,000 euros |
| Tranches | The Company may issue a maximum of 15 tranches for a total nominal value of 10,000,000 euros, distributed as follows <ul style="list-style-type: none"> - a first tranche of 3,000,000 euros each represented by 300 CBW; and - fourteen tranches of EUR 500,000 each represented by 50 CBW. |
| Emissions Initiative | The tranches are issued at the Company's initiative, subject to compliance with the conditions stipulated in the contract. |
| Drawing conditions | The drawings will be subject to the fulfillment of certain conditions customary for this type of transaction (current authorizations, absence of significant events of default and adverse effects, maintenance of the listing of the Company's shares, etc.). |
| Recovery period | 30 trading days between the issuance of a new tranche of CBW and the Investor's subscription to the previous tranche |
| Unit Subscription Price of the convertible bonds | 100% of the nominal value of the CBWs, i.e. €10,000 for each CBW |
| Expiry date | 36 months from their date of issue |
| Interest rates | The convertible bonds will bear interest at a rate of 5%, which may be increased to 10% in the event of an event of default. |

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| Transfer | Non-transferable (except to affiliates) |
|--------------------------------------|--|
| Conversion of convertible bonds | <p>The convertible bonds are convertible into new ordinary shares at the request of the holder.</p> <p>The number of Conversion Shares to be issued upon exercise of a Conversion Right is determined as follows</p> <ul style="list-style-type: none"> - The first tranche may be converted into new shares of the Company at an exercise price of 0.85 euro only during a period of 4 months from the issuance of the tranche. If, during this period, the share price falls below 0.5 euro, the first tranche may be converted into new shares of the Company at a floating conversion price equal to 96% of the daily volume weighted average price (VWAP) of the Company's shares during a period of 15 days immediately preceding the date of the conversion notice ; - The subsequent tranches may be converted into new shares of the Company at a price equal to 96% of the daily volume weighted average price (VWAP) of the Company's shares during a period of 15 days immediately preceding the date of the conversion notice. |
| New shares | <p>The new shares of the Company issued upon conversion of the CBW will carry current dividend rights. They will have the same rights as those attached to the existing ordinary shares and will be admitted to trading on the Euronext Growth Paris market.</p> |
| Termination penalty and compensation | <p>Notwithstanding anything to the contrary contained in the agreement, the Investor may terminate the agreement at any time prior to the payment of the net proceeds of the subscription for the CBWs:</p> <ul style="list-style-type: none"> (i) in the event that a condition precedent of the agreement has not been satisfied on or before the date of issuance of the first tranche, or (ii) in the event of a material adverse event or a material change of ownership or management, or (iii) in the event of a breach by the Company of any of its obligations under the agreement, including the occurrence of an event of default, or (iv) the occurrence of any event of force majeure that has a material impact on the CBW. <p>In addition to the foregoing, the Agreement may be terminated at any time by either party upon notice. Upon such notice being given and to the extent that no CBW are outstanding, the parties to the Agreement shall be released from all obligations respectively owed by them under this Agreement (except as otherwise specifically provided and except for any liability arising prior to or in connection with such termination).</p> |

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| Fees and commissions | 200,000 euros paid by the Company to the Investor as commitment commission. The amount of this commission may be paid by deduction from the subscription amount of the first tranche of CBW. |
| Events of default | The usual cases of non-compliance with the Company's commitments under the terms of the issuance contract, default on another significant debt of the Company, delisting of the Company's shares, etc. |

Characteristics of the warrants

| | |
|-----------------|--|
| Number | Corresponds to 20% of the nominal value of the convertible bonds issued, i.e. a total value of the warrants of 2,000,000 euros in the event of the issue of all the tranches. |
| Expiry date | 3 years from the issue of a tranche |
| Exercise price | 1 euro |
| Transfer | Non-transferable (except to affiliates) |
| Exercise parity | Each warrant gives the right to subscribe for one share of the Company. |
| New shares | The new shares of the Company issued upon exercise of the warrants will carry current dividend rights. They will have the same rights as those attached to the existing ordinary shares and will be admitted to trading on the Euronext Growth Paris market. |

COMMUNIQUE DE PRESSE

Boulogne-Billancourt, le 6 avril 2022

APPENDIX 2

CHARACTERISTICS OF THE BW

Characteristics of Single Bonds

| | |
|--|---|
| Nominal value per unit of the BWs | 10,000 euros |
| Subscription price per unit of the BWs | Each BW is subscribed and issued at 100% of its nominal value of ten thousand euros (EUR 10 000), which nominal value takes into account the concomitant issue of the 5 000 warrants attached to it. |
| Expiry date | 28 months from their date of issue |
| Interest rate | Each bond will bear interest at a rate of 8%, which may be increased to 14% upon the occurrence of an event of default. |
| Transfer | Any Bondholder may assign or transfer its Bonds to another party (including another Bondholder) only if <ul style="list-style-type: none"> (i) the aggregate amount of Bonds assigned or transferred is equal to or greater than One Hundred Thousand Euros (€100,000.00) or (ii) the assignment or transfer is to another Bondholder who already owns Bonds in an amount greater than or equal to One Hundred Thousand Euros (€100,000.00) or (iii) such a transfer results from an inheritance. |
| Redemption of the Bonds | Following a four-month grace period (during which only interest will be paid on the Coupons), in twenty-four (24) equal installments paid on the 1 st of each month |
| Early repayment | In the event of: <ul style="list-style-type: none"> - Non-payment of any installment (coupon or amortization) on any redemption date - Misrepresentation: any representation, warranty or statement made by the Issuer in the Terms and Conditions, if such misrepresentation is not cured within thirty (30) Business Days. <p>Breach of other obligations: any breach by the Issuer of its obligations under the Terms and Conditions and if such breach is not cured within thirty (30) business days</p> <ul style="list-style-type: none"> - Insolvency |

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Boulogne-Billancourt, le 6 avril 2022

| | |
|--------------------|--|
| | <ul style="list-style-type: none"> - Termination or suspension of business - Change of control |
| In case of default | <p>Redemption may be in cash or by the issuance of shares</p> <p>The number of shares of common stock will be determined by dividing</p> <ul style="list-style-type: none"> (i) the remaining principal amount together with interest accrued to the date of redemption of the Coupon and the relevant Bonds by (ii) the unit price of the common stock, which will be equal to ninety percent (90%) of the daily volume weighted average price (VWAPP) for the five (5) consecutive trading days ending on the last trading day immediately preceding redemption. |

Characteristics of the warrants

| | |
|-----------------|--|
| Number | 5,000 per bond. |
| Date d'échéance | 3 years from date of issue |
| Exercice price | 0.85 euro |
| Transfer | Transferable |
| Exercise parity | Each warrant gives the right to subscribe for one share of the Company. |
| New shares | The new shares of the Company issued upon exercise of the warrants will carry current dividend rights. They will have the same rights as those attached to the existing ordinary shares and will be admitted to trading on the Euronext Growth Paris market. |