CTC
CLIMATE TRANSITION CAPITAL

CLIMATE TRANSITION CAPITAL ACQUISITION 1 B.V. (CTCA1) SUCCESSFULLY LISTS ON EURONEXT AMSTERDAM

CTCA1 has successfully raised €190 million in a private placement of Units

Amsterdam, 30 June 2021

CTCA1, a special purpose acquisition company (SPAC), today celebrates its debut on Euronext Amsterdam, a regulated market operated by Euronext Amsterdam N.V. (Euronext Amsterdam).

CTCA1 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.

CTCA1 is launched by Climate Transition Capital, an investment platform whose mission is to accelerate the climate transition through the mobilisation of the global capital markets. CTCA1 is supported by a strategic partner, Climate Real Impact Solutions (CRIS), a US investment team focused on companies producing goods and services impacting the decarbonisation of the economy. CTCA1 is also backed by two subscribers, funds and accounts managed by BlackRock, the world's largest asset manager, and Hartree and its affiliates, a global energy and commodities trading company.

Shaun Kingsbury CBE, non-executive director of CTCA1, said:

"The climate challenge is an urgent one. We must find solutions to decarbonise our economy and we must find innovative and novel ways to finance this transition. The public markets have a key role to play in funding this transition and so we are delighted to now be listed in Amsterdam. At Climate Transition Capital we want to find ground-breaking companies that can play a catalytic and disruptive role in helping to ensure a cleaner greener future for us all while delivering great returns for our investors."

Marieke Bax, Chair of CTCA1, said:

"I am very pleased that CTCA1 has joined Amsterdam Euronext with a roster of such high-quality institutional shareholders that will support our business as we work to identify a climate transition pioneer. I am excited to work with this seasoned Board and the superb investment team to leverage our experience and long-standing industry relationships to find this opportunity."

DETAILS OF THE OFFERING

CTCA1 has completed the private placement of Units (as defined below) (each consisting of one ordinary share (**Ordinary Share**) and one third (1/3) of a warrant (**Warrant**) as announced on 23 June 2021 (the **Offering**). The Offering consists of issuance of 19,000,000 units (the **Units**) (assuming the Over-allotment Option (as defined below) is exercised in full, or 17,500,000 Units excluding the Over-Allotment Option) at a price of €10.00 per Unit (the **Offer Price**) raising proceeds of €190 million (assuming the Over-allotment Option is exercised in full, or €175 million excluding the Over-allotment Option). CTCA1 has granted ABN AMRO (as defined below), as stabilisation agent, a 30-day over-allotment option from today to purchase up to 1,500,000 additional Units (which is equivalent to approximately 9% of the Offering size excluding the Over-allotment Option) (the **Over-allotment Option**). Stabilisation is aimed at maintaining the market price during the stabilisation period. It may not necessarily occur and may cease at any time within the 30-days.

CTCA1 is admitted to listing as of today and trading of the Units will start on an "as-if-and-when-issued/delivered" basis on Euronext Amsterdam (the **First Trading Date**). Settlement is expected to occur on 2 July 2021 (the **Settlement Date**).

The Ordinary Shares and the Warrants will trade only as Units under the symbol CTCA1 for the first 35 calendar days from the First Trading Date, or if such date is not a trading day, the following trading day. After such period, the Ordinary Shares and the whole Warrants will automatically trade separately under the respective symbols CTCA1 and CTCW1. Investing in CTCA1 involves certain risks. A description of these risks, which include risks relating to CTCA1 as well as risks relating to the Units, the Ordinary Shares and the Warrants, is included in the prospectus relating to the Offering (the **Prospectus**).

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

This press release also serves as the pricing statement related to the Offering as required by article 17(2) of Regulation (EU) 2017/1129 (the **Prospectus Regulation**) and has been filed with the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the **AFM**).

ENQUIRIES

Climate Transition Capital Acquisition I B.V.

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The Company is registered in the trade register of the Netherlands Chamber of Commerce (*handelsregister van de Kamer van Koophandel*) under number 82671788.

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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 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.