

CROWN ENTERS INTO A STRATEGIC AGREEMENT REGARDING FINANCING FOR GROWTH OF ACCYOURATE GROUP S.P.A

Crown Energy AB (“Crown Energy”) has entered into an Agreement with Proger S.p.A. (“Proger”) and the original founders of AccYouRate Group S.p.A (“AccYouRate”) to strengthen the financial position of AccYouRate to facilitate growth. Under the agreement Proger and the original founders will acquire 0.65% of Crown Energy’s subsidiary SmarTee S.à r.l. (“SmarTee”) (owner of AccYouRate) for 1,250,000 EUR and convert debt amounting to 10,300,000 EUR into shares in SmarTee. Furthermore, Crown Energy will convert debt amounting to 8,470,000 EUR into shares in SmarTee.

Shares in SmarTee will be sold and issued at the same valuation as in the purchase agreement of February 2023. After the transactions Crown Energy will hold 81% of the shares in SmarTee compared to 85% before the transactions and Proger and the original founders will collectively hold 5.5%.

Crown Energy has entered into an Agreement with Proger and the original founders of AccYouRate to strengthen the financial position of the group. The agreement includes several different steps with the involved parties. According to the new agreement there will also be a new management in AccYouRate, with *Marco Lombardi* as new CEO of the group, who is also CEO of Proger. This new agreement puts in place incentives for Proger and the original founders to continue the successful journey that has now started, with three signed pilot projects with a value of approximately 420,000 EUR. The enhancement in both management and financial aspects aims to accelerate the development and commercialization of AccYouRates products and services.

Crown Energy is currently the 85% owner of the shares in SmarTee, the parent company of AccYouRate, while *Claudio Fabbri* holds the remaining 15%. The new agreement involves a series of transactions that are designed to strengthen the partnership between Crown Energy and Proger, as well as with the original founders of the company, that continue to provide valuable experience and knowhow. This includes strengthening the future financing of AccYouRate and simplifying existing debt and laying the groundwork for the expected material growth of AccYouRate.

“The new management of AccYouRate has signed several promising pilot projects to be followed by what we hope are several material deals. To have them alongside with Crown Energy with the same incentives feels very good. By signing this agreement, we have also jointly taken the responsibility in strengthening AccYouRate financial position, which is fundamental for the future. I feel extremely satisfied with Proger’s commitment and with having *Marco Lombardi* at the helm.” Says *Yoav Ben Eli*, CEO of Crown Energy.

”Myself and Proger have been involved in the development of AccYouRate since 2019, contributing with financing and now managerial services. We have tested both the products and the database and have become more and more convinced of the advantages and potential value of these wearables and the AI data gathering services, says *Marco Lombardi*, CEO of Proger and AccYouRate.

In short, the agreement includes acquisitions of shares from Crown Energy in SmarTee by Proger and the original founders at the same valuation as when Crown Energy acquired the shares in February of 2023. But there is also conversion of loans, put and call options which will be described further below.

Under the agreement the following transactions will take place:

1. Crown Energy AB has agreed to divest a 0.65% stake in SmarTee to Proger and the original founders for 1,250,000 EUR, which aligns with the original valuation at which Crown Energy AB acquired the shares in SmarTee in February 2023.
2. Crown Energy commits to provide additional financing to AccYouRate via a loan agreement, of the amount of 1,750,000 EUR. The additional financing aims to accelerate the growth of AccYouRate and commercialisation.
3. Crown Energy will in total provide loans amounting to 8,470,000 EUR to AccYouRate (old debts of 6,720,000 EUR and the above mentioned additional loan agreement of 1,750,000 EUR). In addition, Proger has historically provided loans amounting to 300,000 EUR. Under the agreement Proger’s and Crown Energy’s loans will in full will be converted into shares in SmarTee at a valuation corresponding to the original valuation.
4. As per the original purchase agreement of February 2023, SmarTee had an outstanding debt to Proger of 5,000,000 EUR and to Dr. Giuseppe Arnaldo Usai of 5,000,000 EUR, in total 10,000,000 EUR. The debts will under the agreement be converted into shares in SmarTee at a valuation corresponding to the original valuation.
5. Fourteen months post the date of signing this agreement, Proger and Arnaldo Usai has the right to sell the shares described under item 4 to Crown Energy at a total price of 13,000,000 EUR. Crown Energy has in turn, the right to buy the shares described under item 4 from Proger and Arnaldo Usai at a total price of 15,000,000 EUR. The put and call system can be immediately implemented, if Crown intends to sell its interests in SmarTee before the term of 14 months form the signing.

The sale of shares (item 1), with the related payment obligations and the issuance of shares (item 3 and 4) are subject to the approval of the General Meeting in Crown Energy, with the Annual General Meeting currently scheduled for 4 June 2024.

The agreement will result in Crown Energy holding 81% of the shares in SmarTee compared to 85% before the transactions. Proger and the original founders will hold 5.5%, and Cladio Fabbri will hold 13,5%.

For more information, please contact:

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About Crown Energy

Crown Energy is dedicated to a transformation into the new and more socially responsible business direction, with focus on the medical technology industry and on improving our green footprint by way of investing in companies active in those areas.

The business area Asset development and management based in Angola is providing international companies Real estate and services. The investment into the Healthtech company AccYouRate marked the start of the new Crown Energy in early 2023. Crown is in 2024 is additionally looking at carbon capture and forestry management projects.

Crown Energy has been active in the oil and gas business for more than 10 years. Today the only remaining asset in the energy field is a passive holding of energy reserves which following the signing of a sale and purchase agreement is being divested. Crown has withdrawn from and/or written down its other earlier Licence holdings.

About AccYouRate

AccYouRate is an international group with operations in L'Aquila, Bologna and Israel. The business currently has about 20 employees and its activities include research and development, small scale production of 'smart' wearable garments and software development. The business was founded in 2016 by Arnaldo Usai, who previously was the CEO of Uniform, manufacturing garments for the Italian military.

AccYouRate has a patented technology that measures 7 indicators. ECG, pulse, temperature, respiration, respiration depth but also has a built-in GPS as well as an accelerometer.

AccYouRate provides patented wearable products offering comprehensive body monitoring and seamless vitals data acquisition for predictive and preventative health purposes. With beautiful, comfortable, and functional clothing items that double as a medical device, individuals in critical roles or conditions gain the benefits of staying aware of their health, taking timely action for prevention, and ensuring a safer, healthier, and more fulfilling work experience.

About Proger

Proger S.p.A. is an international company that offers the best Italian expertise in the management and engineering sector. Founded in 1951 in Abruzzo, with over 1,000 professionals operating in 20 countries around the world and with the Italian SpA turnover of approximately 180 million Euro in 2023, Proger can propose a global approach for integrated design and management of large interventions and complex programs, in different sectors, for both public and private clients.

The company boasts 70 years of experience and is among the first engineering & management companies in Italy, as well as the first no captive if we consider the Group's position. Moreover, it has been among the top 100 international engineering companies for several years now as confirmed by the Top 225 International Design Firms drawn up by the prestigious American magazine Engineering News Record.

This information is information that Crown Energy is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2024-04-30 23:45 CEST.

Attachments

CROWN ENTERS INTO A STRATEGIC AGREEMENT REGARDING FINANCING FOR GROWTH OF ACCYOURATE GROUP S.P.A