

Crown Energy AB enters into definitive agreements with ND Group and NSC regarding AccYouRate Group

Crown Energy AB (publ) (“Crown Energy”) has entered into definitive agreements with ND Industrial Investments B.V. (“ND Group”) and North Star Capital (“NSC”), a company owned by Juan Chaparro, in accordance with the previously disclosed non-binding term sheet announced on 7 November 2025 (see press release dated 7 November 2025) regarding a strategic partnership for the commercial rollout of AccYouRate Group’s next-generation healthtech platform.

The definitive agreements reflect the terms and structure previously communicated, with certain rights and obligations allocated between ND Group and NSC as part of the final implementation of the transaction.

Under the previously disclosed structure, ND Group and NSC together may subscribe for 5 percent of newly issued shares in SmarTee S.à r.l. at a pre-money valuation of EUR 180 million, with a deferred payment of EUR 9 million payable only if a qualified exit event occurs at or above a EUR 30 million company valuation.

ND Group and NSC will also receive warrants to subscribe, in aggregate, for an additional 25 percent of newly issued shares in SmarTee S.à r.l., exercisable only immediately prior to such a qualified exit event.

The timing and execution of any exit remain at Crown Energy’s discretion unless the company valuation exceeds EUR 300 million, in which case the warrant holders may request the execution of an exit.

Background and structure of the transaction

As disclosed on 7 November 2025, Crown Energy entered into a non-binding term sheet with ND Group regarding a strategic partnership aimed at accelerating the commercial rollout of AccYouRate Group’s next-generation product platform, adapted for broad commercial deployment and large-scale applications.

Following the execution of the definitive agreements, the transaction has been implemented through agreements with both ND Group and NSC. NSC is a company owned by Juan Chaparro, who was previously referenced in Crown Energy’s communication as a key strategic individual in connection with the partnership. The allocation between ND Group and NSC reflects an internal structuring of roles and commitments within the same transaction and does not alter the commercial substance or economic effect previously disclosed.

Under the final structure:

- ND Group holds two-thirds of the rights and commitments under the option and warrant arrangements, and
- NSC holds one-third of the corresponding rights and commitments.

Service agreements

Crown Energy, through SmarTee S.à r.l. and AccYouRate Group, has entered into service agreements with ND Group and NSC. Under these agreements:

- ND Group will act primarily as a strategic and commercial partner, providing international market positioning support, access to global customer and partner networks, facilitation of early commercial relationships, and advisory support in scaling the go-to-market strategy and international rollout; and
- NSC will assume a more operational and execution-focused role, supporting day-to-day commercial rollout, market validation, and implementation activities.

Together, the service agreements are designed to support the transition of AccYouRate from development and validation into scaled commercial deployment.

Option agreement

In accordance with the previously disclosed structure, ND Group and NSC have been granted option rights to subscribe for shares in SmarTee S.à r.l. corresponding to an aggregate ownership of 5 percent on a fully diluted basis, at a pre-money valuation of EUR 180 million. The option entitles the holders to subscribe for the relevant shares at nominal value. In addition, a deferred cash consideration of EUR 9 million payable only upon the occurrence of a qualified exit event (defined as a sale, IPO, or merger transaction resulting in a change of control) at or above a EUR 30 million company valuation subject to pro rata adjustment of the cash consideration if the exit valuation is below the applicable threshold.

The option rights are allocated such that ND Group holds two-thirds and NSC holds one-third of the total option entitlement. The subscription mechanics, thresholds, and deferred payment structure remain unchanged compared to the term sheet previously disclosed.

Warrant agreement and exit participation

The definitive agreements also include warrant agreements granting ND Group and NSC the right to participate in a future qualified exit event through subscription for additional shares in SmarTee S.à r.l., corresponding in aggregate to 25 percent of the shares on a fully diluted basis.

The warrants are exercisable only in connection and immediately prior to a qualified exit event and are allocated between ND Group and NSC in a two-thirds and one-third split, respectively. The exit-related mechanics, thresholds, and protections are consistent with the structure previously communicated.

The timing and execution of any exit remain at Crown Energy's discretion unless the company valuation exceeds EUR 300 million, in which case the warrant holders may request the execution of an exit.

Following full exercise of both instruments, the ownership structure of SmarTee S.à r.l. would be approximately 60% held by Crown Energy, 10% by Claudio Fabbri, 20% by ND Group and 10 % by NSC on a fully diluted post-issuance basis.

Strategic rationale

Crown Energy believes that the combination of ND Group's international reach, industrial scale, and global network, together with NSC's operational execution capabilities, provides a strong platform for the commercial launch of AccYouRate Group's next-generation healthtech offering. The definitive agreements represent an important step in executing Crown Energy's strategy for AccYouRate and in implementing the commercial roadmap previously communicated to the market.

Yoav Ben-Eli, CEO of Crown Energy AB, commented:

"Entering into these definitive agreements marks an important milestone in executing the partnership framework we previously communicated to the market. Together with Juan Chaparro and ND Group, we now move into a focused execution phase aimed at bringing AccYouRate's next-generation product offering into broad commercial adoption. This structure strengthens our ability to scale the business internationally while maintaining a clear long-term value focus for Crown Energy and its shareholders."

Juan Chaparro, Vice Chairman of ND Group and founder of North Star Capital, commented:

"AccYouRate has developed a medically robust and highly differentiated monitoring solution with significant potential across health and occupational safety applications. Our role is to help convert this technological strength into a commercially scalable medical device platform, supported by structured rollout, early customer engagement and international deployment. We look forward to working closely with Crown Energy and the AccYouRate team to bring this next phase to market."

Contacts

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About Crown Energy

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

The investment into the Healthtech company **AccYouRate** marked the start of the new Crown Energy in early 2023. AccYouRate holds high-tech patents and creates algorithms to support production of 'smart' wearable garments for use in the medical industry as well as services such as analysis, data gathering and extrapolations of medical information and growth of medical databases.

Crown has in early 2024 entered a strategic partnership with **KAYA Climate Solutions GmbH**, a project developer in nature-based solutions for climate change mitigation in Sub-Saharan Africa. This collaboration aims to be a starting point for large impact in climate change mitigation and adaptation through landscape restoration and nature conservation which will be financed by the voluntary carbon market and similar mechanisms.

The business area **Asset Development and Management** based in Angola is providing international companies Real estate and services. 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.

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 2026-01-27 10:53 CET.

Attachments

Crown Energy AB enters into definitive agreements with ND Group and NSC regarding AccYouRate Group