

Crown Energy enters non-binding term sheet with ND Industrial Investments and approves new Business Plan for AccYouRate's commercialization

Crown Energy AB (publ) ("Crown Energy") has entered into a non-binding term sheet with ND Industrial Investments B.V. ("ND Group") and approved a new Business Plan for its health and medical technology company, AccYouRate Group S.p.A., establishing a strategic partnership for the company's next phase of development and commercialization. The partnership represents a significant milestone in positioning AccYouRate for large-scale market deployment and commercial growth.

Under the term sheet, ND Group may subscribe for 5 percent of newly issued shares in SmarTee 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 valuation.

ND Group will also receive a warrant to subscribe for up to an additional 25 percent through newly issued shares, exercisable only immediately prior to such an exit.

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

ND Group is a large privately held international industrial group active across sectors including healthcare, logistics, technology, and infrastructure, with extensive experience in scaling innovative solutions to global markets. Through its subsidiary Ecolog International, ND Group has delivered large-scale healthcare and life science projects across more than 30 countries.

The partnership brings together ND Group's global operational strength and industrial scale with AccYouRate's innovative technology in next-generation health monitoring technology, creating a strong foundation for accelerating AccYouRate's commercialization.

The term sheet sets out a structure granting ND Group the right to participate in SmarTee S.à r.l., the holding company through which Crown Energy owns AccYouRate Group. The structure comprises an option and a warrant, both relating to the subscription of newly issued shares in SmarTee.

The Parties expect to finalize and sign the definitive agreements during the fourth quarter of 2025.

Under the term sheet, the Parties have agreed to enter into three definitive agreements:

(i) Service agreement:

ND Group will assume defined operational responsibilities within AccYouRate Group in accordance with the newly approved Business Plan, including product finalization, market validation, and commercialization.

(ii) Option agreement:

ND Group will be granted the right to subscribe for 5% of the shares in SmarTee S.à r.l., the

Luxembourg-based holding company owned 85% by Crown Energy and holding AccYouRate Group S.p.A., at a pre-money valuation of EUR 180 million, with a deferred payment 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.

(iii) Warrant agreement:

ND Group will obtain a conditional right to subscribe for an additional 25% of SmarTee's shares at nominal value (EUR 1 per share) or another preferential price to be determined in the definitive agreements, exercisable only immediately prior to a qualified exit event and following the exercise of the Option.

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

Ownership structure and dilution

Together with the option, the warrant could result in ND Group holding up to 30% of SmarTee S.à r.l. on a fully diluted basis, in connection with or immediately prior to a qualified exit event, corresponding to approximately 5,143 additional shares and a total of around 17,143 shares post-issuance. 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, and 30% by ND Group on a fully diluted post-issuance basis.

Business plan and commercialization

The partnership and the newly approved Business Plan together mark a key step in transitioning AccYouRate from pilot and early commercial projects to large-scale production and market adoption. The second-generation AccYouRate monitoring device and health technology platform, initiated under the management team appointed in July 2025, is now being carried forward through this partnership for commercial rollout across international markets. The Business Plan, developed jointly by ND Group and AccYouRate's management, defines the operational and commercial framework that ND Group will execute under the Service Agreement.

Crown Energy will continue to finance the execution of the Business Plan, with total investments envisaged at approximately EUR 4.9 million during the initial implementation phase. ND Group will assume operational and executional responsibility under the Service Agreement as the company transitions toward commercial rollout.

The term sheet is non-binding, except for standard confidentiality and procedural provisions, and forms the framework for definitive agreements currently under negotiation.

"We are very pleased to welcome ND Group as a strategic industrial partner for AccYouRate. Their global reach and execution strength in healthcare and technology provide the additional operational backbone needed to take AccYouRate from innovation to large-scale commercialization. This partnership reflects our long-term strategy to grow Crown Energy through scalable, innovative technologies that deliver both commercial and societal value." , said Yoav Ben-Eli, CEO of Crown Energy

Juan Chaparro, Vice Chairman of ND Group and Executive Chairman of Ecolog International, added:

“AccYouRate’s technology represents a major advancement in continuous health monitoring and performance analytics. We see vast potential across multiple markets including occupational health, defense, and healthcare, where the need for scalable and medically validated wearable solutions is growing rapidly. We are excited to support its industrialization and global rollout together with Crown Energy.”

Next steps

Following this non-binding term sheet, Crown Energy and ND Group intend to negotiate and execute definitive documentation including the Service Agreement, Option Agreement and Warrant Agreement. The Parties expect to finalize and sign the definitive agreements during the fourth quarter of 2025. Additional announcements will follow when binding agreements are signed.

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 2025-11-07 11:30 CET.

Attachments

Crown Energy enters non-binding term sheet with ND Industrial Investments and approves new Business Plan for AccYouRate's commercialization