

ENERGISME has announced the establishment of a line of equity financing

Implementation of 24-month financing for a maximum total amount of €10 million through the issue of warrants for the issue of bonds redeemable in new shares. First drawdown of €600,000.

ENERGISME (Euronext Growth Paris - FR0013399359 - ALNRG) (the “**Company**”), a software publisher specialising in energy performance and data recovery, has announced the implementation of financing for a maximum total amount of €10 million renewable at the request of the Company under the terms of a financing agreement entered into on 19 January 2022. This financing takes place through the issue of warrants (the “**Warrants**”) entitling the holder to subscribe for bonds redeemable in new shares of the Company (the “**Bonds**”) reserved entirely for IRIS (the “**Investor**”). Prior to this financing, detailed in the following paragraphs, a number of historical shareholders wanted to renew their trust in the Company by making a shareholder current account advance for a total amount of approximately €300,000. The Company favoured the solution proposed by IRIS, which offers attractive financial terms with flexibility on drawdown possibilities. This financing tool makes it possible to carry out drawdowns based on the Company’s real needs, in its interests and that of its shareholders. Subject to meeting the conditions, in particular the minimum exchange volume, set in the issue agreement, drawdowns are by default of 80 Bonds per tranche or €200,000 every 20 trading days, but the Company is free to adjust upwards or downwards the number of Bonds subscribed (within the limit of 40 Bonds per tranche or €100,000 and 240 Bonds per tranche or €600,000). The Company may also suspend and reactivate drawdowns according to its needs, without penalty, or even terminate the financing line.

Objectives of the operation

The purpose of this financing is to strengthen the Company’s cash position in order to support its new phase of growth, focused on commercial development.

Terms and conditions of the operation and timetable

I. Legal basis for the issue

Acting on the delegation of authority from the Ordinary and Extraordinary General Meeting convened on 4 May 2021 in its 10th resolution, the Board of Directors of the Company met on 14 January 2022 in order to issue 4,000 Warrants each entitling the holder to subscribe for one Bond, for a maximum total nominal amount of €10,000,000, with removal of shareholders' preferential rights in favour of the Investor.

The Board of Directors will have to meet to approve the continuation of the drawdowns if they exceed cumulatively €1,200,000.

II. Terms and conditions of the operation and timetable

It is expected that the Investor will subscribe for 4,000 Warrants on 19 January 2022.

On 19 January 2022, the Investor will be obliged to exercise two hundred and forty (240) Warrants in order to subscribe for an initial tranche of six hundred thousand (600,000) euros represented by two hundred and forty (240) Bonds with a nominal value of €2,500 each.

The Company may, at its sole initiative and free of charge or penalty, suspend or reactivate the drawdown of tranches by sending the Investor a five-day trading notice before the suspension or reactivation. The Bonds will be issued at their nominal value without a discount at the Investor's initiative. The price of redemption in new shares and the other main features of the Warrants and Bonds are set out in the appendix to this press release.

The line could be renewed twice under the same conditions for two 24-month periods each at the sole discretion of the Company and provided that the 4,000 Bonds were fully issued and subscribed for on exercise of the Warrants. The Company would issue a press release if it decided to renew the operation.

The Warrants and Bonds will not be subject to an application for admission to trading on any market and will therefore not be listed.

This operation does not require the publication of a prospectus to be submitted for approval to the AMF (French Financial Markets Authority).

The Company shall maintain an up-to-date summary table of the Warrants and Bonds in circulation, as well as the number of shares issued upon redemption of the Bonds on its website.

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III. Theoretical impact

Based on the theoretical reference price of €3.48¹, a shareholder holding 1% of the Company's capital and not participating in the operation would see their shareholding decrease to 0.72% in the event of redemption of all the Bonds subscribed for during the total fundraising of €10,000,000 through the creation of 2,876,280 new shares.

Theoretical impact on the shareholding

As a %	Shareholder's stake as a % on an undiluted basis
Before the issue of new shares	1.000%
After issue of 2,876,280 new shares through redemption of 4,000 Bonds	0.72%

IV. Main features of the Warrants

Investor/Subscriber	IRIS, a limited liability company with a sole shareholder and share capital of €400,000, whose registered office is located at 5 Villa Houssay, 92200 Neuilly-sur-Seine, registered with the Nanterre Trade and Companies Register under number 753.471.853.
Number	4,000 Bonds issued and subscribed for on 19 January 2022
Subscription price	Subscription free of charge.
Transfer	The Warrants may not be assigned or transferred without the prior consent of the Company, unless transferred to an affiliate of the Investor.
Ratio	Each warrant shall entitle the holder to one Bond in the event of exercise at the subscription price of the Bond.

V. Main features of the Bonds

Tranches	50 tranches of €200,000, each represented by 80 Bonds with a nominal value of €2,500, the Company having the option to adjust the amount of each tranche between €100,000 and €600,000, representing a total of €10,000,000 maximum, which the Investor will draw down by exercising the Warrants, subject to certain conditions provided for in the issue agreement (absence of default, a significant adverse change or change in control of the Company, listing of the Company's
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¹ Closing price of the ENERGISME share at 17 January 2022

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	shares, minimum trading volume of 4 times the value of the subscribed tranche, lending of shares to the Investor, value of the share equal to at least 5 times the nominal value or €0.50, etc.).
First drawdown	On 19 January 2022, the Investor will be obliged to exercise two hundred and forty (240) Warrants in order to subscribe for an initial tranche of six hundred thousand (600,000) euros represented by two hundred and forty (240) Bonds with a nominal value of €2,500 each.
Suspension and reactivation	The Company shall have the right to suspend and reactivate tranche drawdowns without penalty by sending the Investor a 5-day trading notice prior to the entry into force of the suspension or reactivation. The 24-month commitment period will be extended to take into account any suspensions and reactivations requested by the Company.
Bond Subscription Price	100% of the nominal value of the Bonds, or €2,500 for each Bond.
Term	12 months from their issue date.
Interest rate	0%
Transfer	The Bonds may not be transferred to a third party without the prior consent of the Company, except to an affiliated person of the Investor.
Redemption at maturity	If, at their maturity date, the Bonds have not been redeemed in shares or redeemed, the bondholder must request their redemption in shares.
Cases of default	Cases of default include in particular non-compliance with the Company's commitments under the terms of the Bond issue agreement, a payment default on another significant Company debt, the removal of the listing of the Company's shares, a change in its control, etc. However, there are no financial covenants.
Bond Redemption Price	The price of redemption in new shares of the Bonds is equal to 95% of the lowest average price weighted by the volumes of a trading day during a period of twenty (20) trading days immediately preceding the redemption date of the Bonds. In the event that this period includes a trading day during which the Investor carried out transactions provided for on page 95 of AMF position 2020-06, this trading day will not be taken into account for the calculation of the redemption price of the Bonds. It is further specified that the redemption price of the Bonds may under no circumstances be lower than (i) the price set by the Board of Directors acting under the delegation of authority from the Ordinary and Extraordinary General Meeting of 4 May 2021 in its 10 th resolution: VWAP for a period of three (3) Trading Days

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	immediately preceding the Redemption Date of bonds redeemable in shares minus a 5% discount and (ii) the nominal value of the share, i.e. €0.10.
New shares	The new shares of the Company issued upon redemption of the Bonds will bear current dividend rights. They will have the same rights as those attached to existing ordinary shares and will be admitted to trading on the Euronext Growth Paris market. The Company shall maintain an up-to-date monitoring table for the Warrants and Bonds in circulation, as well as the number of shares issued upon redemption of the Bonds on its website.
Termination penalty	The agreement may be terminated at any time without penalty.
Fees and commissions	The operation gives rise to a structuring commission equal to 2.5% of the drawn amount. No fees apply.

VI. Risks

The public’s attention is drawn to the risk factors relating to the Company and its business, as described in the information document available on the Company’s website (<https://energisme.com/investisseurs/documentation/>). The occurrence of some or all of these risks may have an adverse impact on the Company’s business, financial position, results, development or outlook.

The main risks associated with the operation are as follows:

- Volatility and liquidity of the Company’s shares and impact on the share price: the market price and volatility of the Company’s shares may fluctuate significantly;
- Dilution: if the shareholders are unable to participate in the operation, they will suffer a dilution when the Bonds are redeemed in shares; and
- Failure to realise all tranches: the Company may have to review its investment strategy if it is impossible to draw down one or more tranches.

About ENERGISME

Founded in 2004 and taken over in 2015 by energy sector specialists, ENERGISME has developed a SaaS technology platform to accelerate companies’ and buildings’ energy performance (energy service providers, energy suppliers and distributors, manufacturers and property managers) by using intelligent data to achieve financial, operational and environmental gains that are substantial and, above all, measurable. Bolstered by its platform’s technological and operational attributes, ENERGISME already has 114 large account clients. A white-label solution is also being marketed to top industry players. ENERGISME (ISIN code: FR0013399359/Ticker: ALNRG) has been listed on the Euronext Growth market since July 2020.

ENERGISME is eligible for SME personal equity plans and qualifies as a BPI Innovative Company.

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For more information see: <https://energisme.com/investisseurs/>

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