



Carbon Revolution Secures New \$25 Million Financing Agreement with OIC and Existing Lenders

December 23, 2024

GEELONG, Australia, Dec. 23, 2024 (GLOBE NEWSWIRE) -- Carbon Revolution plc (Nasdaq: CREV) (the "Company"), a Tier 1 OEM supplier and the leading global manufacturer of lightweight advanced technology automotive carbon fiber wheels, today announced that it has reached an agreement with Orion Infrastructure Capital ("OIC") for a further US\$25 million financing, which will be released in five tranches, each equal to US\$5 million, subject to satisfying certain release conditions. In connection with the release of each of the five tranches of US\$5 million, the Company will issue to OIC and the lenders under the US\$60 million PIUS loan entered into in May 2023 ("Existing Noteholders"), penny warrants to purchase an aggregate number of shares equal to 5.0% of the Company's shares outstanding.

The original US\$110 million funding agreement with OIC included the US\$70 million previously drawn and provided for up to US\$40 million of additional funding by OIC, of which this US\$25 million has now been secured. In connection with this further US\$25 million, Existing Noteholders have also agreed to release up to US\$2 million of existing loan reserves in five equal tranches of US\$400,000 concurrent with the five OIC funding tranches. Following this combined US\$27 million of additional funding, both OIC and the Existing Noteholders have also agreed to partial payment in kind, in lieu of cash, for certain interest payments.

The first of these five funding tranches closed on Friday December 20, 2024.

The incremental \$25 million of capital, reserve release and changes to interest terms, are intended to support the ongoing liquidity of the business and fund the Company as it works to satisfy the demand from Carbon Revolution's OEM customers. The Company is making substantial investments in capacity and throughput and has a number of new programs entering, or expected to enter, production in the near-term.

"OIC continues to be a great funding partner for Carbon Revolution, sharing our vision for our world-leading technology," said Jake Dingle, CEO of Carbon Revolution. "This capital supports the ongoing liquidity of the business and underpins the continued delivery of our production capacity increase and the near-term launch of a number of new OEM programs."

"We are firm believers in Carbon Revolution and the transformative impact of their lightweighting value proposition," said Chris Leary, Investment Partner & Head of Infra Equity at OIC. "The progress made by the Company on its capacity investments and increasing the efficiency of its production, as the only company capable of producing carbon fiber wheels at scale, has further demonstrated the unparalleled value to automotive OEMs as they modernize their product portfolios."

The terms and conditions of the financing are summarized in the Company's filing with the SEC, which can be accessed [here](#).

The Company continues to work diligently to file its Annual Report as promptly as practical to regain compliance with Nasdaq Listing Rule 5250(c)(1) as described [here](#).

About Carbon Revolution plc

Carbon Revolution plc (Nasdaq: CREV) (the "Company" or "Carbon Revolution") is the parent of Carbon Revolution Pty Ltd, an early-stage growth company which has successfully innovated, commercialized and industrialized the advanced manufacture of carbon fiber wheels for the global automotive industry. The Company has progressed from single prototypes to designing and manufacturing lightweight wheels for cars and SUVs in the high performance, premium and luxury segments, for the world's most prestigious automotive brands. Carbon Revolution is creating a significant and sustainable advanced technology business that supplies its lightweight wheel technology to automotive manufacturers around the world.

For more information, visit carbonrev.com.

Forward-Looking Statements

All statements other than statements of historical facts contained in this communication are forward-looking statements. Forward-looking statements may generally be identified by the use of words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "project," "forecast," "predict," "potential," "seem," "seek," "future," "outlook," "target" or other similar expressions (or the negative versions of such words or expressions) that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding the expectation of continued listing of Carbon Revolution's ordinary shares and warrants on Nasdaq, the Company's ability to file its Annual Report and promptly regain compliance with Nasdaq Listing Rule 5250(c)(1), the future financial performance, business strategies, financings and expectations for the Company's business. These statements are based on various assumptions, whether or not identified in this communication, and on the current expectations of Carbon Revolution's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and may differ from such assumptions, and such differences may be material. Many actual events and circumstances are beyond the control of Carbon Revolution.

These forward-looking statements are subject to a number of risks and uncertainties, including (i) the ability to maintain the listing of Carbon Revolution's securities on Nasdaq or any other exchange on which such securities may be listed in the future; (ii) the failure to realize the benefits of being listed on a U.S. securities exchange and publicly-traded in the United States; (iii) Carbon Revolution's liquidity, including its ability to pay its obligations and to issue equity, refinance its indebtedness or otherwise obtain financing at all or on acceptable terms, (iv) risks related to its ability to meet financial covenants and other key covenants under existing financing arrangements or to obtain waivers or forbearance from compliance with such covenants, which could result in the acceleration of outstanding indebtedness, (v) changes in domestic and foreign business, market, financial, political and legal conditions; (vi) risks related to the rollout of Carbon Revolution's business strategy and the timing of expected business milestones; (vii) the effects of competition on Carbon Revolution's future business and the ability of the combined company to grow and manage growth, establish and maintain relationships with customers and retain its management and key employees; (viii) risks related to domestic and international political and macroeconomic uncertainty, including the Russia-Ukraine and conflicts in the Middle East; (ix) the outcome of any legal proceedings that may be instituted against Carbon Revolution; (x) the impact of pandemic and governmental responses on any of the foregoing risks; (xi) risks related to

Carbon Revolution's industry; (xii) changes in laws and regulations; and (xiii) those factors discussed in the documents Carbon Revolution filed with the SEC, including the Shell Company Report on Form 20-F.

If any of these risks materialize or Carbon Revolution's assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that Carbon Revolution does not presently know or that Carbon Revolution currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Carbon Revolution's expectations, plans or forecasts of future events and views as of the date of this communication. Carbon Revolution anticipates that subsequent events and developments will cause Carbon Revolution's assessments to change. However, while Carbon Revolution may elect to update these forward-looking statements at some point in the future, Carbon Revolution specifically disclaims any obligation to do so, unless required by applicable law. These forward-looking statements should not be relied upon as representing Carbon Revolution's assessments as of any date subsequent to the date of this communication. Accordingly, undue reliance should not be placed upon the forward-looking statements.

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