

Complete Solaria Signs Term Sheet to Eliminate Carlyle Debt

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FREMONT, Calif., May 15, 2024 (GLOBE NEWSWIRE) -- [Complete Solaria, Inc.](#) ("Complete Solaria" or the "Company") (NASDAQ: CSLR) today announced that a significant Complete Solaria private equity debt holder, Carlyle, has agreed to release the Company from its debt obligations in return for a third-party cash payment.

T.J. Rodgers, Complete Solaria's Chief Executive Officer said, "The Carlyle debt, which has prevented the Company from raising money in the market, will be replaced with \$10 million in debt from another debt provider that offers balloon payback structures without unduly restrictive operational covenants. The deal has been made in principle, and is subject to negotiations over terms and conditions in the final contract.

Rodgers added, "In a prior press release I stated, '[Private equity provider] Kline Hill has agreed to convert its outstanding debt to 9.8 million shares of Common Stock contingent upon the Company's reaching an agreement with its other [big] outstanding lender, Carlyle...' That has been achieved. Now, the full \$66 million of our combined private equity debt will be replaced with 9.8 million newly issued shares and \$10 million in debt from a new lender, reducing the Company's debt load by \$56 million and, in theory, increasing our equity value by the same amount.

Rodgers concluded, "Our capitalization structure has now been reworked, giving us a clear line of sight to resume growth, achieve profitability, and bring value to our shareholders."

About Complete Solaria

Complete Solaria is a solar company with unique technology and end-to-end customer offering, which includes financing, project fulfilment and customer service. Complete Solaria's digital platform together with premium solar products enable one-stop service for clean energy needs for customers wishing to make the transition to a more energy-efficient lifestyle. For more information visit www.CompleteSolaria.com and follow us on [LinkedIn](#).

Forward Looking Statements

This press release may contain certain forward-looking statements within the meaning of the federal securities laws with respect to the referenced transactions. These forward-looking statements generally are identified by the words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "would," and similar expressions, but the absence of these words does not mean that a statement is not a forward-looking statement. Forward-looking statements are forecasts, predictions, projections and other statements about future events that are based on current expectations, hopes, beliefs, intentions, strategies and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to: (i) risks that the sale of certain assets and other business items will not be completed on the terms set forth in the Asset Purchase Agreement or the ancillary agreements referenced in the Asset Purchase Agreement, if at all; (ii) the sale of assets disrupts current plans and operations of the companies or diverts managements' attention from Complete Solaria's business operations; (iii) the outcome of any legal proceedings that may be instituted in connection with the assets sale; (iv) the price of Complete Solaria's securities may be volatile due to a variety of factors, including changes in the applicable competitive or regulatory landscapes, variations in operating performance across competitors, changes in laws and regulations affecting Complete Solaria's business, and changes in the combined capital structure; (v) the ability to implement business plans, forecasts, and other expectations after the completion of the business combination, and identify and realize additional opportunities; (vi) the evolution of the markets in which Complete Solaria will compete.

The foregoing list of factors is not exhaustive. Readers should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of the registration statement on Form S-4 filed, which was declared effective by the Securities and Exchange Commission (the "SEC") on June 30, 2023. Such filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Complete Solaria assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

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