



# Invitation to subscribe for shares in EWPG Holding AB (publ)



This Executive Summary provides a summarized view of EWPG Holding AB (publ) and does not constitute a complete representation of the company or the market in which it operates. The information is based on information provided by the company. It is the responsibility of the investor to perform an independent examination. Naventus Corporate Finance AB is not liable for any direct or indirect losses in connection with an investment in the company.

# Investment Highlights

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- **Commercial contracts in place in combination with a strong pipeline**

Eco Wave Power has signed commercial contracts corresponding to 30 MW. Total project pipeline, including said contracts, amounts to 190 MW.

- **Proven and verified wave power technology**

The technology received recognition from the Israeli Ministry of Energy, a “Seal of Excellence” from the European Commission and an “Efficient Solution” label by the Solar Impulse Foundation. The 100kW installation in Gibraltar has been fully functioning and connected to Gibraltar’s electricity grid since 2016. Eco Wave Power’s unique, patented and land-based wave energy technology has resulted in an unparalleled low cost for installation and maintenance. Furthermore, transmission costs are almost non-existent.

- **Competitive LCOE (Levelized Cost of Energy)**

In commercial scale, the LCOE will go as low as EUR 42/MWh (SEK 0,45/kWh) - a competitive and cost-efficient energy source.

- **Unique market position**

Eco Wave Power currently has the only grid connected wave energy array in the world. The power station in Gibraltar has been operative since 2016 and is delivering electricity to the grid under a commercial PPA (Power Purchase Agreement).

- **Accelerating demand for renewable energy: grants and co-financing**

In order to successfully meet long-term emission goals, there will be a continuous demand to accelerate the production of renewable energy. The company has received EU-grants for the Gibraltar project as well as co-funding of future projects in Jaffa Port, Israel.

- **Targets significant growth in the upcoming years**

With the proceeds from the IPO transaction, the company will expand its power station in Gibraltar and build a new power station in the UK of 10 MW. By the deployment of these power stations the company will become eligible for debt financing to enhance substantial growth.

- **Long-term fixed-priced power purchase agreements cater for stable revenues**

Eco Wave typically enters long-term fixed-price energy contracts (up to 25 years) catering for stable cash flow.



# Eco Wave Power

Eco Wave Power is a Swedish innovative wave energy company, founded in Tel Aviv, Israel, in 2011, that has developed a patented, smart and cost-efficient technology for turning ocean and sea waves into clean energy. Eco Wave Power is offering a unique technology being the only company in the world with a nationally grid connected wave energy array. Based on its proprietary technology, Eco Wave Power's business concept is to develop, sell and deliver power stations as well as to sell self-produced clean energy.

## The technology has significant advantages:

- The technology is easy to construct and **fully modular**, which makes it easy to scale up.
- **Cost-efficient** - total CAPEX per MW is about EUR 1.8 million, of which the system and components is about 50 per cent.
- **LCOE** (Levelized Cost of Energy) is competitive at EUR 42/MWh (SEK 0.45/kWh).
- **Only land-based** wave power technology, which means low installation, maintenance and transmission cost related to delivering electricity to the grid. Several patents, i.a., a storm protection mechanism.
- **Fully insurable** for i.a. property damage, provided by global reputable insurance companies.
- **Limited environmental impact** – due to the connection of the system to existent man-made structures.

## Business model

Eco Wave Power offers a proprietary system for turning ocean and sea waves into cost-effective clean energy. The majority of the system parts consist of standard components and the company cooperates with large suppliers such as Siemens and ABB in order to ensure supplier presence in most countries in the world. Hardware is built locally stimulating the country's economy. The software (the actual power station) is constructed in Israel and assembled on site. Research and development as well as sales and marketing are carried out internally. Customers are either governments, national electric companies or private companies or organizations.

## Pipeline

Eco Wave Power aims to capitalize on the company's project pipeline amounting to 190 MW and show substantial growth the upcoming years through the construction of power plants corresponding to 135 MW. In order to achieve this the company has adopted the following operational targets.

**2021:** To have started selling electricity to the grid through the installation of three power stations, one 5 MW power station in Gibraltar, one 100 kW power station in Jaffa, Israel, and one 10 MW power station in the UK.

**2023:** To have installed six additional power stations corresponding to a capacity of 60 MW.

**2025:** To have expanded the company to Asia and Scandinavia and to have installed an additional capacity of 60 MW.



A power plant with an installed capacity of 5 MW consists of approximately 300 floaters.

## Revenue model

Eco Wave Power's revenue model can be divided into three parts:

**1. BOO (Build, Own, Operate)** – the company owns 100 per cent of the project. This revenue model means that the company finances and provides the operations and maintenance for the power station. The electricity produced is sold to the grid in-line with long-term Power Purchase Agreements (up to 25 years). This model incurs a higher initial investment cost but gives a long-term recurring revenue stream from the amount of electricity the company sells to the grid.

**2. BOT (Build, Own Transfer)** – the company builds the power station and then sells it. Eco Wave Power's long-term fixed price revenues under its Power Purchase Agreements are attractive for institutional investors, which can pay a premium price to purchase the power stations due to their low required rate of return.

**3. The project is held as a joint venture or turnkey project.** Eco Wave Power may collaborate with external parties who are willing to share the risk with the company. In such circumstances Eco Wave Power is responsible for construction and operations. When the construction is completed, Eco Wave Power will invoice the partner the construction cost plus an agreed margin after which they will be joint owners of the power plant. Thereafter, the project adapts the BOO revenue model and the coming revenue stream from electricity sales are split between the company and its joint venture partner. In order to scale up the business quicker Eco Wave Power may sell projects on a turnkey basis since it provides the company with a fast positive cash flow.

The company's customers can be divided into two segments; Business to Government (B2G) and Business to Business (B2B).

## Market and competition

To meet long-term climate and sustainability goals, renewable energy production must accelerate. Today, renewables account for 18 percent of the total energy consumption and is expected to grow by 27 percent by 2023. The kinetic energy in wave energy is 1,000 times greater than that of wind energy. The IEA estimates the worldwide potential for wave energy to be in excess of 29,500 TWh/year, with a potential future market value 10 times the current market value of wind power.

According to the Intergovernmental Panel on Climate Change, the oceans potentially hold twice the amount of energy the world produces today and the potential global energy production from waves is estimated to amount to 29,500 TWh of electricity.

The company's competitors are all kinds of energy producers, particularly energy producers within renewable energy. Looking more specifically at ocean energy and wave energy, there have been several companies that have developed technologies to generate energy from ocean waves and tides. Most of these companies have chosen to develop their technologies offshore, which means several kilometers off the coast. This has proven to be both problematic and costly, primarily due to the long distance to shore and the unpredictable climate out at sea.





## Words from the managing director

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**Wave energy can produce twice the amount of electricity that the world produces now! However, many companies trying to develop wave energy are still in research and development.**

There is significant market need, which means there is a large opportunity to connect everyone in the world to the grid and to give everyone access to clean electricity to help transform society for the better. This is underlined by the international recognition that Eco Wave Power has received for its technological and environmental advantages. The project pipeline is building up quickly and is currently approx. 190 MW, with relatively high power prices achieved due to our unique position. The company is now ready for commercial take-off starting with the expansion of the power plant in Gibraltar to 5 MW, while we also intend to build a new power plant in the UK of 10 MW.

Our strategies will be implemented with mission-driven, long-term development in mind. Our people, capital, technology and resources will be utilized to safeguard the sustainable development and growth of Eco Wave Power. We welcome investors with the same mindset.

Inna Braverman  
Managing Director

## Management and board of directors

### INNA BRAVERMAN

#### CEO

Inna Braverman founded Eco Wave Power in 2011 and was recently chosen as one of the 100 most influential individuals in the world by medium.com (along with Mark Zuckerberg, Elon Musk and others). Furthermore, she was chosen by CNN as “Tomorrow’s hero” and one of the Most Influential Women of the 21st Century by MSN. During her time as CEO, Eco Wave Power installed its first grid connected wave power station in Gibraltar. She has also secured 190 MW of the company’s project pipeline. Inna is one of the only women sitting on the TC114 Committee for Marine Energy in IEC, which sets international standards for all electric technologies.

### MATS ANDERSSON

#### CHAIRMAN OF THE BOARD

Mats Andersson possesses great expertise in business development and has extensive experience from board work. Mats has previously been the CEO for Anticimex AB and Conductor AB, among others. Other ongoing assignments include chairman of the board at Ranplan Group AB and board member at Bluetest AB, Dafo AB, Team Sportia and Hoylu AB.

### DAVID LEB

#### CO-FOUNDER AND BOARD MEMBER

David Leb is a successful serial entrepreneur with experience from both publicly traded and private companies in the medical field, online gaming, real estate, and renewable energy. David also possesses a handful of patents in marketing and computerized platforms. Under his direction, Eco Wave Power has become a leader in climate change related policies and initiatives that reduce the impact on climate by promoting renewable energy, and wave energy in particular.

### ELIAS JACOBSON

#### BOARD MEMBER

Elias Jacobson has an extensive background in renewable energy. He has, among other things, founded Svenska Vindbolaget AB that was sold in 2011 to Eulos Vind, the leading wind power developer in Sweden. Previously, Elias has been CEO for Peltarion, and end-to-end AI-platform, CEO for Swedish Modules AB (previously Pharmadule AB). Other ongoing assignments include board member at MarketMath Europe AB and WPS Sweden AB, one of Sweden’s largest wind power service companies.

## Ownership structure

SHAREHOLDERS, HOLDINGS PRIOR TO THE OFFERING	SHARES/ VOTES	PER CENT
Inna Braverman	11,750,000	40.74 %
David Leb	11,750,000	40.74 %
Pirveli Investments Ltd.	1,951,500	6.77 %
Others	3,387,750	11.75 %
<b>Total</b>	<b>28,839,250</b>	<b>100,00 %</b>

Assuming a valuation of SEK 548 million and that the offering is fully subscribed, the co-founders, Inna Braverman and David Leb, will own approximately 60 per cent of the shares in Eco Wave Power.

## IPO on Nasdaq First North and use of proceeds

Assuming the offering is fully subscribed, the company will receive approximately SEK 150 million before deduction the transaction cost estimated at about SEK 12 million, depending on the outcome of the offering.

The funds are expected to be allocated as follows and are listed in order of priority:

### 1. Installation projects and engineering costs– approximately 80 per cent of total proceeds

The majority of the proceeds will be used for the engineering, development and installation of projects in the UK and Gibraltar. Hardware is expected to amount to approximately 50 percent and increased headcount to approximately 50 per cent. The headcount will be a mix of technical engineers and project managers.

### 2. Reinforcement of support functions - preferably sales and marketing – approximately 20 per cent of total proceeds

The use of proceeds for sales and marketing will mainly be used for increased headcount within commercial sales and sale support but also for a representation office in Stockholm, Sweden.





## Application form for subscription of shares in EWPG Holding AB

**Subscription period:** June 27 - July 10 2019.  
**Subscription price:** 19,00 SEK per share.  
**Allotment:** Notification of allotment is made through distribution of contract notes.  
Payments are not subtracted from preregistered depository accounts.  
**Payment day:** Three business days after issuance of contract note.

**Subscribe with BankID:** Instead of filling in this form you can subscribe to this issue easily if you have a BankID. Go to: [www.aktieinvest.se/ewpg2019](http://www.aktieinvest.se/ewpg2019) and follow the instructions.

**NOTE! If the depository account is linked to an endowment insurance or an investment savings account (ISK), please contact your bank/nominee for subscription.**

### A. THE UNDERSIGNED HEREBY APPLIES FOR SUBSCRIPTION OF:

\_\_\_\_\_ shares in EWPG Holding AB to the above stated subscription price. Notification of purchase of shares shall relate to a minimum of 400 shares.

### B. DELIVERY OF SHARES IS TO BE MADE TO THE FOLLOWING:

**VP-Account:** 0 0 0 \_\_\_\_\_ or **Depository Account:** \_\_\_\_\_

**Bank/Broker:** \_\_\_\_\_

### C. SUBSCRIBER INFORMATION:

**First name/Company name:** \_\_\_\_\_ **Last name:** \_\_\_\_\_ **Personal ID number/Corp.reg number:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**Zip code and city:** \_\_\_\_\_ **Country:** \_\_\_\_\_

**E-mail address:** \_\_\_\_\_ **Telephone:** \_\_\_\_\_

**Citizenship:** \_\_\_\_\_

**National ID (NID)<sup>1</sup>, when other citizenship then Swedish: (natural person):** \_\_\_\_\_ **Legal Entity Identifier (LEI)<sup>2</sup> (legal entity):** \_\_\_\_\_

<sup>1</sup>Information about NID is available at [www.aktieinvest.se/nid](http://www.aktieinvest.se/nid)

<sup>2</sup>Information about LEI is available at [www.aktieinvest.se/lei](http://www.aktieinvest.se/lei)

### D. POLITICALLY EXPOSED PERSON (PEP)\* (must be completed by all subscribers)

**Are you a PEP \* or a family member \*\* or a known colleague \*\*\* of a person who is or have been a PEP for the last 18 months?**

☐ No  
☐ Yes (specify position, country and your relationship): \_\_\_\_\_

\*Positions that mean that a person is a politically exposed person (PEP): Head of state or government, minister or deputy minister, member of parliament, member of the board of a political party, judge in the supreme court, constitutional court or other high-level judicial body whose decisions can only exceptionally be appealed, member of the board of a political party, senior officer of audit authority or board member of a central bank, ambassador, diplomatic envoy or senior officer in the armed forces, person who is part of state-owned company management or supervisory body, any of the above-mentioned positions at international level, member of the administration of an international organisation (e.g. UN, UN-affiliated organisations, Council of Europe, NATO and WTO).

\*\*Immediate family member means: spouse, partner who, under national law, is equated with a spouse, cohabitant as defined in the Cohabitation Act (2003:376), child or child's spouse/partner or parent

\*\*\*Known colleague means: A natural person who has or has had close links with a politically exposed person, e.g. through being a beneficial owner of a legal entity together with such a person.

### E. REPRESENTATIVE OF THE COMPANY - AUTHORISED SIGNATORY (applies only to legal entity) If there are more than two signatories, please contact Aktieinvest

**Signatory 1 - First name & Last name:** \_\_\_\_\_ **Personal ID number:** \_\_\_\_\_

**E-mail address:** \_\_\_\_\_ **Telephone:** \_\_\_\_\_

**Are you a PEP \* or a family member \*\* or a known colleague \*\*\* of a person who is a PEP?**

☐ No  
☐ Yes (specify position, country and your relationship): \_\_\_\_\_

**Signatory 2 - First name & Last name:** \_\_\_\_\_ **Personal ID number:** \_\_\_\_\_

**E-mail address:** \_\_\_\_\_ **Telephone:** \_\_\_\_\_

**Are you a PEP \* or a family member \*\* or a known colleague \*\*\* of a person who is a PEP?**

☐ No  
☐ Yes (specify position, country and your relationship): \_\_\_\_\_

If there are more than two signatories, please contact Aktieinvest

**Signing is done on page 2 – application forms without a signature are not valid!**

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**F. BENEFICIAL OWNER** (applies only to legal entity) If there are more than two signatories, please contact Aktieinvest

Signatory 1 - First name &amp; Last name:

Personal ID number:

E-mail address:

Telephone:

Position based on:

☐ \_\_\_\_\_ % of the votes in the company ☐ \_\_\_\_\_ % of the share capital in the company ☐ Agreement or similar undertaking that gives a controlling influence

Are you a PEP \* or a family member\*\* or a known colleague\*\*\* of a person who is a PEP?

☐ No☐ Yes (specify position, country and your relationship):

Signatory 2 - First name &amp; Last name:

Personal ID number:

E-mail address:

Telephone:

Position based on:

☐ \_\_\_\_\_ % of the votes in the company ☐ \_\_\_\_\_ % of the share capital in the company ☐ Agreement or similar undertaking that gives a controlling influence

Are you a PEP \* or a family member \*\* or a known colleague \*\*\* of a person who is a PEP?

☐ No☐ Yes (specify position, country and your relationship):

If there are more than two signatories, please contact Aktieinvest

**G. SUBSCRIPTION OVER EUR 15,000, IF YOU ARE A PEP\* OR RESIDENT OUTSIDE THE EU/EEA:**

If you have responded that you are a PEP or closely related to a PEP, or if you are subscribing an individual amount or together with other subscription applicants a total amount equivalent to EUR 15,000 or if you are resident outside the EU/EEA, you must:

**Natural person:**

- Answer the customer information questions in the form at [www.aktieinvest.se/pep](http://www.aktieinvest.se/pep), by downloading the form or electronically with BankID.
- Attach a certified valid ID document (Swedish driving license, passport or similar document). If the customer information form above is completed with BankID, no certified ID document is required.

**Legal entity:**

- Attach a copy of the registration certificate.
- Attach a copy of ID document for beneficial owner.
- Answer the customer information questions in the form at [www.aktieinvest.se/pep](http://www.aktieinvest.se/pep), by downloading the form or electronically with BankID.

**H. SIGNATURE:****The undersigned is aware and acknowledges that:**

- This application is binding but if it is incomplete or incorrectly completed this subscription form may be left without consideration.
- Prospectus is available for download at [www.aktieinvest.se](http://www.aktieinvest.se) and [www.ecowavepower.com](http://www.ecowavepower.com).
- When assessing the company's future development it is important to also acknowledge relevant risks. Each investor must make its own valuation of the effect of these risks by taking part of available information.
- Complete terms and conditions is stated in the prospectus issued in June 2019 by the board of directors in EWPG Holding AB.
- Aktieinvest FK AB is authorized to fulfill the subscription of the shares on behalf of the undersigned in accordance with the terms and conditions and this subscription form.
- In the event of an oversubscription, the allotment may be made of a lower number of shares or no shares at all.
- Personal data provided or elsewhere registered in accordance to this subscription is processed by Aktieinvest FK AB in accordance with the General Data Protection Regulation (EU 2016/679) for the purpose of fulfilling the commission undertaken by Aktieinvest FK AB for this issue. Personal data may be shared with other personal data controllers. The data may also be processed and used in connection with future mailings of offer documents for other companies that Aktieinvest FK AB or the issuer works with. For more information about processing, see [www.aktieinvest.se/aktieinvest-dataskyddspolicy](http://www.aktieinvest.se/aktieinvest-dataskyddspolicy).
- There is no customer relationship between Aktieinvest FK AB and the subscriber regarding this subscription.
- Aktieinvest FK AB will not commend whether the subscription of the current instrument is tending for me or the one I have signed for. This investment is an independent decision and have not been preceded by any advice.
- This subscription form are not allowed to be distributed in a country where distribution (i) requires additional registrations or other arrangements than those who are stated by Swedish law or (ii) are against laws, constitutions or other arrangements in that country. Subscriptions that contradicts against that may be left without consideration.
- The subscription may also be left out of consideration if the subscriber is a resident or in any other way is connected to country in which sanctions occur.

**Sign here:**

First name:

Last name:

Signature:

*Beneficial owner for legal person.*

**I. Submit the application form and related documents by post: Aktieinvest FK AB, Emittentservice, Box 7415, 103 91 Stockholm or scanned by e-mail to: [emittentservice@aktieinvest.se](mailto:emittentservice@aktieinvest.se)**

**All documents must be received by Aktieinvest FK AB no later than 15.00 (CET) on July 10th 2019.**