

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **December 12, 2022**

ClimateRock

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction
of incorporation)

001-41363

(Commission File Number)

N/A

(IRS Employer
Identification No.)

50 Sloane Avenue

London, SW3 3DD, United Kingdom

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **+44 203 954 0590**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one Class A Ordinary Share, one-half of one Redeemable Warrant and one Right	CLRCU	The Nasdaq Stock Market LLC
Class A Ordinary Shares, par value \$0.0001 per share	CLRC	The Nasdaq Stock Market LLC
Redeemable Warrants, each whole warrant exercisable for one Class A Ordinary Share at an exercise price of \$11.50	CLRCW	The Nasdaq Stock Market LLC
Rights, each entitling the holder to receive one-tenth (1/10) of one Class A Ordinary Share upon the consummation of an initial business combination	CLRCR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

As previously disclosed, on October 6, 2022, ClimateRock, a Cayman Islands exempted company ("**ClimateRock**") announced the execution of a Business Combination Agreement (the "**Business Combination Agreement**") providing for the proposed business combination (the "**Business Combination**") of ClimateRock and E.E.W. Eco Energy World PLC ("**EEW**"), a company organized under the laws of England and Wales and an independent global developer of ready-to-build stage, utility scale solar photovoltaic projects under a newly-formed Cayman Islands exempted company, ClimateRock Holdings Limited ("**Pubco**").

On December 12, 2022, ClimateRock and EEW issued a press release announcing that an investor presentation (the "**Investor Presentation**") is now available for viewing and accessible on both ClimateRock's website at <https://www.climate-rock.com/> and EEW's website at <https://www.eew.solar/investor.html>. A copy of the press release is furnished hereto as Exhibit 99.1.

Furnished herewith as Exhibit 99.2 and incorporated into this Item 7.01 by reference is the Investor Presentation that will be used by ClimateRock and EEW in connection with the Business Combination.

The information in this Item 7.01, including Exhibit 99.1 and Exhibit 99.2 are furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Forward-Looking Statements

This 8-K contains certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed Business Combination between EEW, ClimateRock and Pubco, including statements regarding the benefits of the Business Combination, the anticipated timing of the completion of the Business Combination, the services offered by EEW and the markets in which it operates, the expected total addressable market for the services offered by EEW, the sufficiency of the net proceeds of the proposed Business Combination to fund EEW's operations and business plan and EEW's projected future results. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations 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 document, including, but not limited to: (i) the risk that the Business Combination may not be completed in a timely manner or at all; (ii) the risk that the Business Combination may not be completed by ClimateRock's business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by ClimateRock; (iii) the failure to satisfy the conditions to the consummation of the Business Combination, including the adoption of the business combination agreement by the shareholders of ClimateRock, the satisfaction of the minimum trust account amount following redemptions by ClimateRock's public shareholders, retaining a minimum amount of available cash and the receipt of certain governmental and regulatory approvals; (iv) the occurrence of any event, change or other circumstance that could give rise to the termination of the business combination agreement; (v) the effect of the announcement or pendency of the Business Combination on EEW's business relationships, performance, and business generally; (vi) risks that the Business Combination disrupts current plans and operations of EEW as a result; (vii) the outcome of any legal proceedings that may be instituted against EEW, ClimateRock, Pubco or others related to the business combination agreement or the Business Combination; (viii) the ability of Pubco to meet Nasdaq Stock Exchange listing standards at or following the consummation of the Business Combination; (ix) the ability to recognize the anticipated benefits of Business Combination, which may be affected by a variety of factors, including changes in the competitive and highly regulated industries in which EEW (and following the Business Combination, Pubco) operates, variations in performance across competitors and partners, changes in laws and regulations affecting EEW's business and the ability of EEW and the post-combination company to retain its management and key employees; (x) the ability to implement business plans, forecasts, and other expectations after the completion of the Business Combination; (xi) the risk that EEW (and following the Business Combination, Pubco) will need to raise additional capital to execute its business plan, which may not be available on acceptable terms or at all; (xii) the risk that Pubco experiences difficulties in managing its growth and expanding operations; (xiii) the risk of cyber security or foreign exchange losses; (xiv) the effects of COVID-19 or other public health crises on the business and results of operations of EEW (and following the Business Combination, Pubco) and the global economy generally; and (xv) costs related to the Business Combination. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of ClimateRock's Quarterly Reports on Form 10-Q, the registration statement on Form F-4 and proxy statement/prospectus that will be filed by Pubco, and other documents filed by ClimateRock and Pubco from time to time with the SEC. These 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 EEW and ClimateRock assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither EEW nor ClimateRock gives any assurance that either EEW or ClimateRock will achieve its expectations.

Additional Information and Where to Find It

This 8-K relates to the Business Combination but does not contain all the information that should be considered concerning the Business Combination and is not intended to form the basis of any investment decision or any other decision in respect of the transaction. Pubco intends to file with the SEC a registration statement on Form F-4 relating to the transaction that will include a proxy statement of ClimateRock and a prospectus of Pubco. When available, the definitive proxy statement/prospectus and other relevant materials will be sent to all ClimateRock shareholders as of a record date to be established for voting on the Business Combination. ClimateRock and Pubco also will file other documents regarding the Business Combination with the SEC. Before making any voting decision, investors and securities holders of ClimateRock are urged to read the registration statement, the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC in connection with the Business Combination as they become available because they will contain important information about ClimateRock, EEW and the Business Combination.

Investors and securities holders will be able to obtain free copies of the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by ClimateRock and Pubco through the website maintained by the SEC at www.sec.gov. In addition, the documents filed by ClimateRock and Pubco may be obtained free of charge from ClimateRock's website at <https://www.climate-rock.com/> or by contacting its Chief Financial Officer, Abhishek Bawa, c/o ClimateRock, 50 Sloane Avenue, London, SW3 3DD, United Kingdom, at +44 203 954 0590 or at info@climate-rock.com.

Participants in the Solicitation

ClimateRock, Pubco and EEW and their respective directors and officers may be deemed to be participants in the solicitation of proxies from ClimateRock's shareholders in connection with the Business Combination. Information about ClimateRock's directors and executive officers and their ownership of ClimateRock's securities is set forth in ClimateRock's filings with the SEC, including ClimateRock's final prospectus in connection with its initial public offering, which was filed with the SEC on April 29, 2022. To the extent that such persons' holdings of ClimateRock's securities have changed since the amounts disclosed in ClimateRock's final prospectus in connection with its initial public offering, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the names and interests in the Business Combination of ClimateRock's and EEW's respective directors and officers and other persons who may be deemed participants in the Business Combination may be obtained by reading the proxy statement/prospectus regarding the Business Combination when it becomes available. You may obtain free copies of these documents as described in the preceding paragraph.

No Offer or Solicitation

This 8-K is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the transaction and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of ClimateRock, Pubco or EEW, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, or exemptions therefrom.

Item 9.01 Financial Statements and Exhibits.

(a) Exhibits

99.1	Press Release, dated December 12, 2022
99.2	Investor Presentation, December 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 12, 2022

ClimateRock

By: /s/ Per Regnarsson

Name: Per Regnarsson

Title: Chief Executive Officer

E.E.W. Eco Energy World PLC and ClimateRock Announce New Investor Presentation

New York, London, December 12, 2022 -- E.E.W. Eco Energy World PLC ("EEW"), an independent global developer of utility scale solar photovoltaic projects from greenfield to ready-to build, and ClimateRock (Nasdaq: CLRC), a special purpose acquisition company, today announced that a new investor presentation is now available for viewing and accessible on both ClimateRock's website at <https://www.climate-rock.com/> and EEW's website at <https://www.eew.solar/investor.html>. The presentation includes further details on the previously announced proposed business combination and EEW's market opportunities. ClimateRock will also include a copy of the investor presentation as an exhibit to a Current Report Form 8-K to be filed with the SEC, which will be available on the SEC's website at www.sec.gov.

About ClimateRock

ClimateRock is a special purpose acquisition company led by Chairman, Charles Ratelband V and CEO, Per Regnarsson, and is incorporated as a Cayman Islands exempted company for the purpose of entering into a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses in any industry or geographic location, but it is focused on acquiring a target within the sustainable energy industry in the Organization for Economic Co-operation and Development countries, including climate change, environment, renewable energy and emerging, clean technologies. For more information, please visit Driving The Energy Transition - ClimateRock (climate-rock.com).

About Eco Energy World

EEW, founded by CEO Svante Kumlin, is an independent global developer of utility scale solar photovoltaic projects from greenfield to ready-to-build stage, with a recognized track record, with founders and management who have been operating in the industry since 2008. EEW has developed projects with a capacity of approximately 1.3 gigawatts, which it has deployed for major institutional investors across Europe, the UK and Australia. EEW has significant experience in delivering successful turnkey developments globally including green field development, technical design, construction, permitting, power purchase agreements and structured financing.

EEW has a strong pipeline of new opportunities to take advantage of the next wave of global subsidy-free renewable energy development including solar and hydrogen. Headquartered in London, the Group has assets under development in the UK, Spain, Sweden, Australia and Italy. For further information, please visit www.eew.solar.

Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed Business Combination between EEW and ClimateRock and Pubco, including statements regarding the benefits of the Business Combination, the anticipated timing of the completion of the Business Combination, the services offered by EEW and the markets in which it operates, the expected total addressable market for the services offered by EEW, the sufficiency of the net proceeds of the proposed Business Combination to fund EEW's operations and business plan and EEW's projected future results. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations 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 document, including, but not limited to: (i) the risk that the Business Combination may not be completed in a timely manner or at all; (ii) the risk that the Business Combination may not be completed by ClimateRock's business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by ClimateRock; (iii) the failure to satisfy the conditions to the consummation of the Business Combination, including the adoption of the business combination agreement by the shareholders of ClimateRock, the satisfaction of the minimum trust account amount following redemptions by ClimateRock's public shareholders, retaining a minimum amount of available cash and the receipt of certain governmental and regulatory approvals; (iv) the occurrence of any event, change or other circumstance that could give rise to the termination of the business combination agreement; (v) the effect of the announcement or pendency of the Business Combination on EEW's business relationships, performance, and business generally; (vi) risks that the Business Combination disrupts current plans and operations of EEW as a result; (vii) the outcome of any legal proceedings that may be instituted against EEW, ClimateRock, Pubco or others related to the business combination agreement or the Business Combination; (viii) the ability of Pubco to meet Nasdaq Stock Exchange listing standards at or following the consummation of the Business Combination; (ix) the ability to recognize the anticipated benefits of Business Combination, which may be affected by a variety of factors, including changes in the competitive and highly regulated industries in which EEW (and following the Business Combination, Pubco) operates, variations in performance across competitors and partners, changes in laws and regulations affecting EEW's business and the ability of EEW and the post-combination company to retain its management and key employees; (x) the ability to implement business plans, forecasts, and other expectations after the completion of the Business Combination; (xi) the risk that EEW (and following the Business Combination, Pubco) will need to raise additional capital to execute its business plan, which may not be available on acceptable terms or at all; (xii) the risk that Pubco experiences difficulties in managing its growth and expanding operations; (xiii) the risk of cyber security or foreign exchange losses; (xiv) the effects of COVID-19 or other public health crises on the business and results of operations of EEW (and following the Business Combination, Pubco) and the global economy generally; and (xv) costs related to the Business Combination. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of ClimateRock's Quarterly Reports on Form 10-Q, the registration statement on Form F-4 and proxy statement/prospectus that will be filed by Pubco, and other documents filed by ClimateRock and Pubco from time to time with the SEC. These 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 EEW and ClimateRock assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither EEW nor ClimateRock gives any assurance that either EEW or ClimateRock will achieve its expectations.

Contact Information:

ClimateRock

Phone number: +44 203 954 0590

Email: info@climate-rock.com

Contact: Abhishek Bawa

ClimateRock Investor Relations

Phone number: +1 203 741 8811

Email: CLRCU@mzgroup.us

Contact: Shannon Devine

EEW Eco Energy World PLC Press Enquiries

Phone number: +44 203 727 1000

Email: eew@fticonsulting.com

Contact: Ben Brewerton / Dhruv Soni / Kelly Smith



An independent global
pure-play renewable energy developer



Investor
Presentation

December
2022

Disclaimer (1/2)

Please read the information below thoroughly before continuing to the rest of the presentation

This presentation (together with oral statements made in connection herewith, this "Presentation") is being delivered to you by E.E.W. Eco Energy World PLC ("EEW") and ClimateRock to assist interested parties in making their own evaluation with respect to a potential investment in connection with the business combination between EEW, ClimateRock and ClimateRock Holding Limited ("Pubco") and related transactions (the "Business Combination") and the offering of the securities of EEW, ClimateRock or Pubco in a private placement and for no other purpose. This Presentation is provided for informational purposes only and is being provided to you solely in your capacity as a potential investor in considering an investment in EEW, ClimateRock or Pubco.

No Representations or Warranties

No representations or warranties, express or implied are given in, or in respect of, the accuracy or completeness of this Presentation or any other information (whether written or oral) that has been or will be provided to you. To the fullest extent permitted by law, in no circumstances will EEW, ClimateRock, Pubco or any of their respective subsidiaries, shareholders, affiliates, representatives, partners, directors, officers, employees, advisers or agents be responsible or liable for any direct, indirect or consequential loss or loss of profit arising from the use of this Presentation, its contents, its omissions, reliance on the information contained within it, or on opinions communicated in relation thereto or otherwise arising in connection therewith. In addition, this Presentation does not purport to be all inclusive or to contain all of the information that may be required to make a full analysis of EEW, ClimateRock, Pubco or the Business Combination. Viewers of this Presentation should each make their own evaluation of EEW, ClimateRock, Pubco and of the relevance and adequacy of the information and should make such other investigations as they deem necessary. Nothing herein should be construed as legal, financial, tax or other advice. You should consult your own advisers concerning any legal, financial, tax or other considerations concerning the opportunity described herein. The general explanations included in this Presentation cannot address, and are not intended to address, your specific investment objectives, financial situations or financial needs.

Forward-Looking Statements

This Presentation contains certain forward-looking statements within the meaning of the federal securities laws with respect to the Business Combination between EEW and ClimateRock and Pubco, including statements regarding the benefits of the Business Combination, the anticipated timing of the completion of the Business Combination, the services offered by EEW and the markets in which it operates, the expected total addressable market for the services offered by EEW, the sufficiency of the net proceeds of the Business Combination to fund EEW's operations and business plan and EEW's projected future results. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations 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 document, including, but not limited to: (i) the risk that the Business Combination may not be completed in a timely manner or at all; (ii) the risk that the Business Combination may not be completed by ClimateRock's business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by ClimateRock; (iii) the failure to satisfy the conditions to the consummation of the Business Combination, including the adoption of the business combination agreement by the shareholders of ClimateRock, the satisfaction of the minimum trust account amount following redemptions by ClimateRock's public shareholders, retaining a minimum amount of available cash and the receipt of certain governmental and regulatory approvals; (iv) the occurrence of any event, change or other circumstance that could give rise to the termination of the business combination agreement; (v) the effect of the announcement or pendency of the Business Combination on EEW's business relationships, performance, and business generally; (vi) risks that the Business Combination disrupts current plans and operations of EEW as a result; (vii) the outcome of any legal proceedings that may be instituted against EEW, ClimateRock, Pubco or others related to the business combination agreement or the Business Combination; (viii) the ability of Pubco to meet Nasdaq Stock Exchange listing standards at or following the consummation of the Business Combination; (ix) the ability to recognize the anticipated benefits of Business Combination, which may be affected by a variety of factors, including changes in the competitive and highly regulated industries in which EEW (and following the Business Combination, Pubco) operates, variations in performance across competitors and partners, changes in laws and regulations affecting EEW's business and the ability of EEW and the post-combination company to retain its management and key employees; (x) the ability to implement business plans, forecasts, and other expectations after the completion of the Business Combination; (xi) the risk that EEW (and following the Business Combination, Pubco) will need to raise additional capital to execute its business plan, which may not be available on acceptable terms or at all; (xii) the risk that Pubco experiences difficulties in managing its growth and expanding operations; (xiii) the risk of cyber security or foreign exchange losses; (xiv) the effects of COVID-19 or other public health crises on the business and results of operations of EEW (and following the Business Combination, Pubco) and the global economy generally; and (xv) costs related to the Business Combination. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of ClimateRock's Quarterly Reports on Form 10-Q, the registration statement on Form F-4 and proxy statement/prospectus that will be filed by Pubco, and other documents filed by ClimateRock and Pubco from time to time with the SEC. These 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 EEW and ClimateRock assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. None of EEW, ClimateRock or Pubco gives any assurance that any of EEW, ClimateRock or Pubco will achieve its expectations.

Industry and Market Data

In this Presentation, EEW, ClimateRock and Pubco rely on and refer to certain information and statistics regarding the markets and industries in which EEW competes. Such information and statistics are based on EEW's management's estimates and/or obtained from third-party sources, including reports by market research firms and company filings. While EEW believes such third-party information is reliable, there can be no assurance as to the accuracy or completeness of the indicated information. None of EEW, ClimateRock or Pubco has independently verified the accuracy or completeness of the information provided by the third-party sources.

Disclaimer (2/2)

Trademarks

This Presentation may contain trademarks, service marks, trade names and copyrights of other companies, which are the property of their respective owners, and EEW's, ClimateRock's and Pubco's use thereof does not imply an affiliation with, or endorsement by, the owners of such trademarks, service marks, trade names and copyrights. Solely for convenience, some of the trademarks, service marks, trade names and copyrights referred to in this Presentation may be listed without the TM, ® or ® symbols, but EEW, ClimateRock and Pubco will assert, to the fullest extent under applicable law, the rights of the applicable owners, if any, to these trademarks, service marks, trade names and copyrights.

No Offer or Solicitation

This Presentation does not constitute an offer, or a solicitation of an offer, to buy or sell any securities, investment or other specific product, or a solicitation of any vote or approval, nor shall there be any sale of securities, investment or other specific product in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any offering of securities will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), and will be offered as a private placement to a limited number of institutional "accredited investors" as defined in Rule 501(a)(1), (2), (3) or (7) under the Act and "Institutional Accounts" as defined in FINRA Rule 4512(c). Accordingly, the securities must continue to be held unless a subsequent disposition is exempt from the registration requirements of the Securities Act. Investors should consult with their counsel as to the applicable requirements for a purchaser to avail itself of any exemption under the Securities Act. The transfer of the securities may also be subject to conditions set forth in an agreement under which they are to be issued. Investors should be aware that they might be required to bear the final risk of their investment for an indefinite period of time. None of EEW, ClimateRock and Pubco is making an offer of securities in any jurisdiction where the offer is not permitted. This Presentation relates to the potential financing of a portion of the Business Combination through a private placement of EEW, ClimateRock or Pubco securities. This Presentation shall not constitute a "solicitation" as defined in Section 14 of the Exchange Act.

The promotion of EEW, ClimateRock or Pubco securities and the distribution of this Presentation in the United Kingdom are restricted by law. Accordingly, this Presentation is directed only at (i) persons outside the United Kingdom to whom it is lawful to communicate it, or (ii) persons having professional experience in matters relating to investments who fall within the definition "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), or (iii) high net worth companies, unincorporated associations and partnerships and trustees of high value trusts as described in Article 49(2) of the Order and any other persons who fall within other applicable exemptions under the Order, provided that in the case of persons falling into categories (ii) and (iii), the communication is directed only at persons who are also "qualified investors" as defined in Section 86 of the Financial Services and Markets Act 2000 (together, "Relevant Persons"). Any investment or investment activity to which this Presentation relates is available only to, and will be engaged in only with, Relevant Persons. This Presentation must not be acted on or relied on by persons who are not Relevant Persons. You represent and agree that you are a Relevant Person.

Use of Projections

This Presentation also contains certain financial forecasts, projections, estimates and targets for EEW with respect to certain financial and operating information for EEW's fiscal years 2022 through 2025. None of EEW's, ClimateRock's or Pubco's independent auditors have studied, reviewed, compiled or performed any procedures with respect to the projection for the purpose of their inclusion in this Presentation, and accordingly, neither of them have expressed an opinion or provided any other form of assurance with respect thereto for the purpose of this Presentation. These projections are for illustrative purposes only and should not be relied upon as being necessarily indicative of future results. Certain of the above-mentioned projected information has been provided for purposes of providing comparisons with historical data. The assumptions and estimates underlying the prospective financial information are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. In addition, the method of application of IFRS to our results of operations could have a significant impact on the timing and amounts of revenue and expenses recognized in any future fiscal period, depending on, among other things, the terms of any specific agreement. Projections are inherently uncertain due to a number of factors outside of EEW's, ClimateRock's and Pubco's control. While all financial projections, estimates and targets are necessarily speculative, EEW, ClimateRock and Pubco believe that the preparation of prospective financial information involves increasingly higher levels of uncertainty the further out the projection, estimate or target extends from the date of preparation. Accordingly, there can be no assurance that the prospective results are indicative of future performance of the combined company after the Business Combination or that actual results will not differ materially from those presented in the prospective financial information. Inclusion of the prospective financial information in this Presentation should not be regarded as a representation by any person that the results contained in the prospective financial information will be achieved.

Participants in Solicitation

EEW, ClimateRock and Pubco and their respective directors and executive officers may be deemed under SEC rules to be participants in the solicitation of proxies of ClimateRock's shareholders in connection with the Business Combination. Investors and security holder may obtain more detailed information regarding the names and interests of ClimateRock's directors and officers in the Business Combination in ClimateRock's filings with the SEC, including ClimateRock's IPO S-1. To the extent that holdings of ClimateRock's securities have changed from the amounts reported in ClimateRock's IPO Form S-1, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies of ClimateRock's shareholders in connection with the Business Combination will be set forth in the proxy statement/prospectus on Form F-4 for the Business Combination, which is expected to be filed by Pubco with the SEC.

Investors, shareholders and other interested persons are urged to read the proxy statement/prospectus and other relevant documents that will be filed with the SEC carefully and in their entirety when they become available because they will contain important information about the Business Combination. Investors, shareholders and other interested persons will be able to obtain free copies of the proxy statement/prospectus and other documents containing important information about EEW, ClimateRock and Pubco through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC that are referred to herein can be obtained free of charge by directing a written request to ClimateRock at 50 Sloane Avenue, SW3 3DD London, United Kingdom. Info@ClimateRock.com

Today's Speakers



Svante Kumlin
CEO, EEW

- Founder and major shareholder of Eco Energy World
- Over 35 years as an entrepreneur
- Strong track record founding / investing in renewable energy businesses



Kaveh Ertefai
CFO, EEW

- Focus on Solar PV development and investments since 2008
- Over 20 years experience in investment banking, private equity and management
- B.S. Finance & Economics NYU – Stern School of Business, TRIUM Global Executive MBA



Per Regnarsson
CEO, ClimateRock

- Experienced renewable energy investor and financier with a career in sustainable infrastructure and financial services for 30 years
- Prior experience with Moody's, JP Morgan, Merrill Lynch and smaller renewable energy focused CF boutiques, and most recently K2 Management
- Has raised equity and debt capital for nearly 1 GW of renewable energy



Contents

01 Introduction – EEW at a Glance

02 Solar PV market growth drivers

03 EEW Solar PV business

04 Project Pipeline

05 Financials

06 Investment Case



EEW at a glance

EEW is a pure-play developer of utility-scale renewable energy projects

FOCUSED BUSINESS MODEL



Developing projects to a point that are Ready To Build and exit at RTB – EEW does not own & operate assets

PROVEN TECHNOLOGIES

Historically, a solar PV developer, expanded to Solar + BESS & now targeting green H₂



CLIENT BASE



Oil & Gas Majors



Utility & IPPs



Investment Funds

KEY FACTS & FIGURES



>10 Yrs

Track Record



~1.3 GW

Projects Developed



10.1 GW

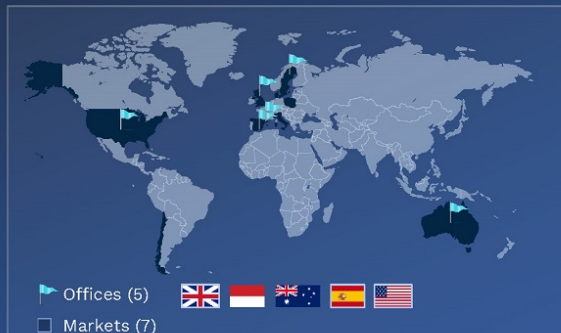
Projects Pipeline



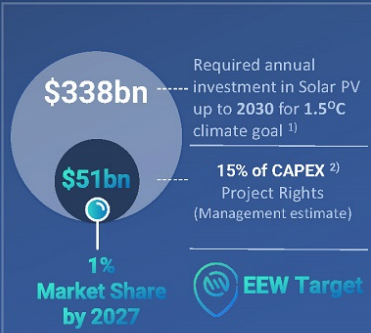
€ 21 m

2021 Net Income

GLOBAL & EXPANDING FOOTPRINT



MARKET SIZE



Source: 1) \$338bn annual investment in solar PV up to 2030 RENA - World Energy Transitions Outlook:1.5°C Pathway (March 2022) Figure 2.9 2) Management estimate of ready-to-build stage portion of the market based on average ratio of full project cost to ready-to-build stage value based on EEW's previously developed projects

Contents



01 Introduction – EEW at a Glance

02 Solar PV market growth drivers

03 EEW Solar PV business

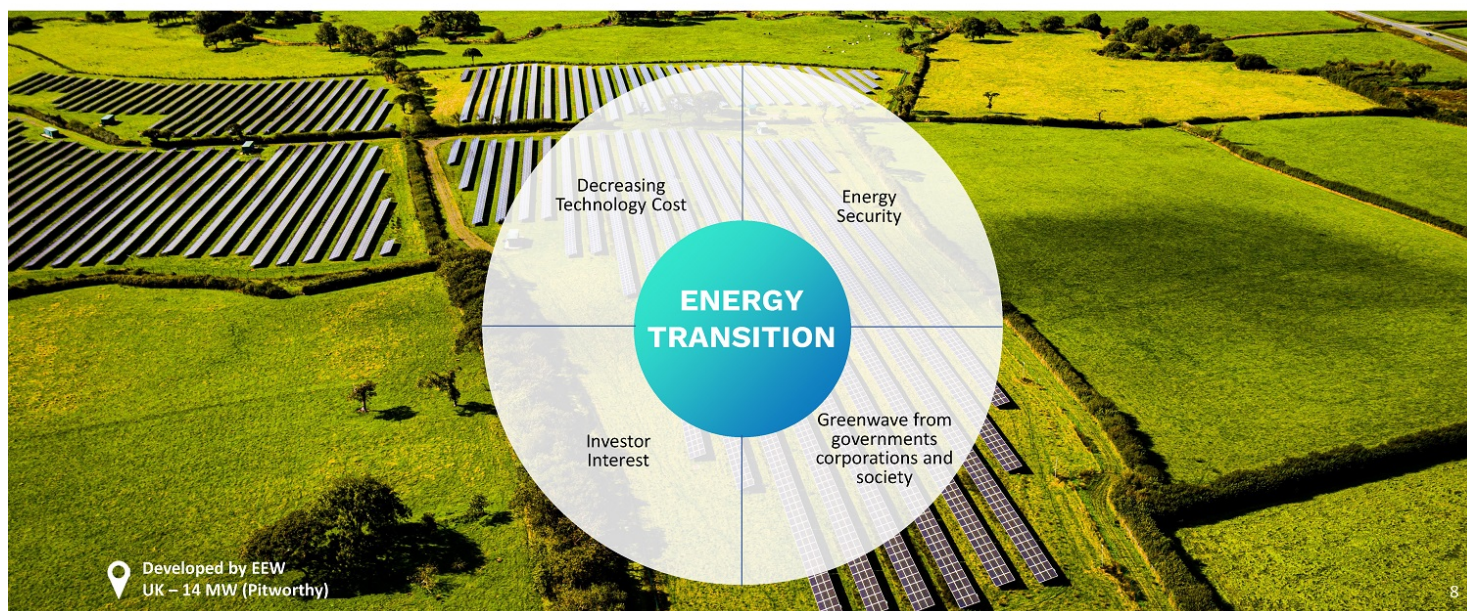
04 Project Pipeline

05 Financials

06 Investment Case



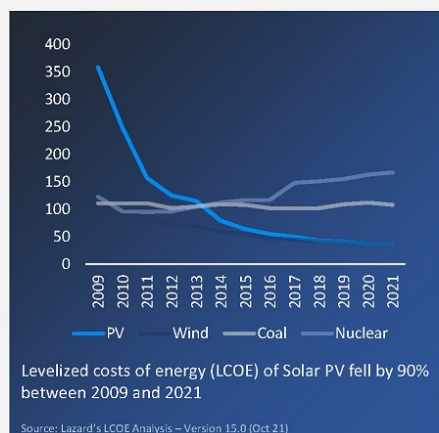
Strong market drivers underpin high & growing demand for RTB projects



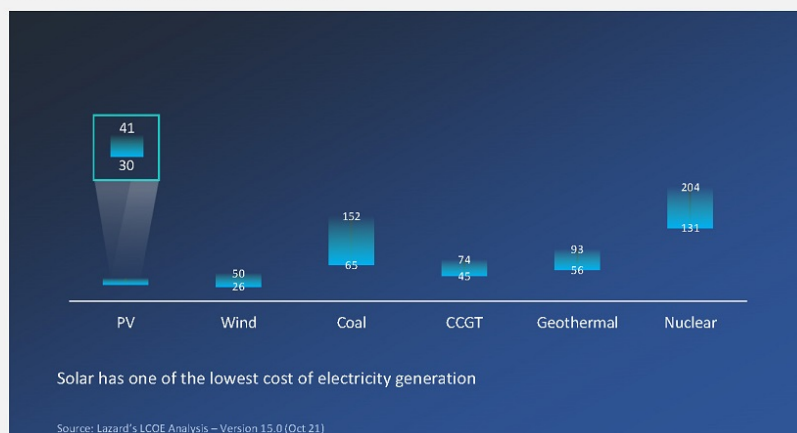
Utility scale solar PV has one of the lowest cost of electricity generation

Levelized costs of energy (LCOE) of Solar PV fell by 90% between 2009 and 2021

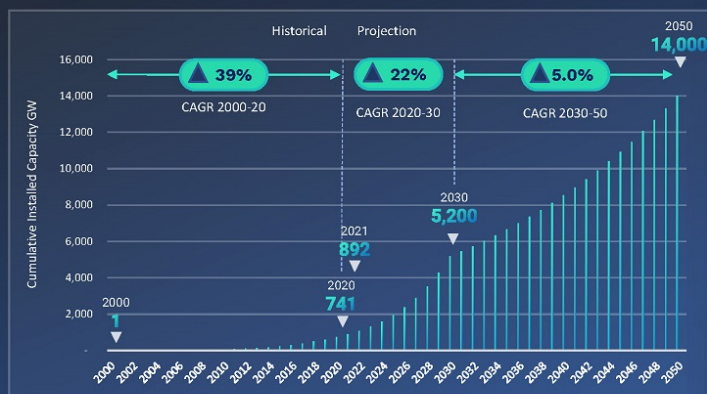
Historic LCOE, 2009 – 2021



LCOE for Various Energy Sources, 2021



7-fold increase expected in solar PV installations 2020-30 with 22% CAGR



Sources: Projections values for 2021-2030 & 2050 based on IRENA - World Energy Transitions Outlook: 1.5°C Pathway (March 2022) Figure 2.3. Data points during 2030-2050 generated by calculating the CAGR formula and extrapolation of the 2030 and 2050 values as per IRENA
Sources: Historical values for 2010-2021 based on <https://www.iea.org/data-and-statistics/charts/solar-pv-power-capacity-in-the-net-zero-scenario-2010-2030>

Sources: Historical values for 2000-2010 based on IRENA's renewable energy (IRENA, 2019c)

Installed Capacity (forecast)



Share of Solar PV in Power generation (capacity) is forecasted to rise rapidly



Sources: IRENA - World Energy Transitions Outlook: 1.5°C Pathway (March 2022)

Contents

01 Introduction – EEW at a Glance

02 Solar PV market growth drivers

03 EEW Solar PV business

04 Project Pipeline

05 Financials

06 Investment Case

EEW's positioning in the solar power infrastructure value chain

Attractive Value Chain Exposure

EEW predominantly operates in subsidy-free markets & is focused on the highest margin segment of the value chain



Sources: Based on management estimation for illustration purpose

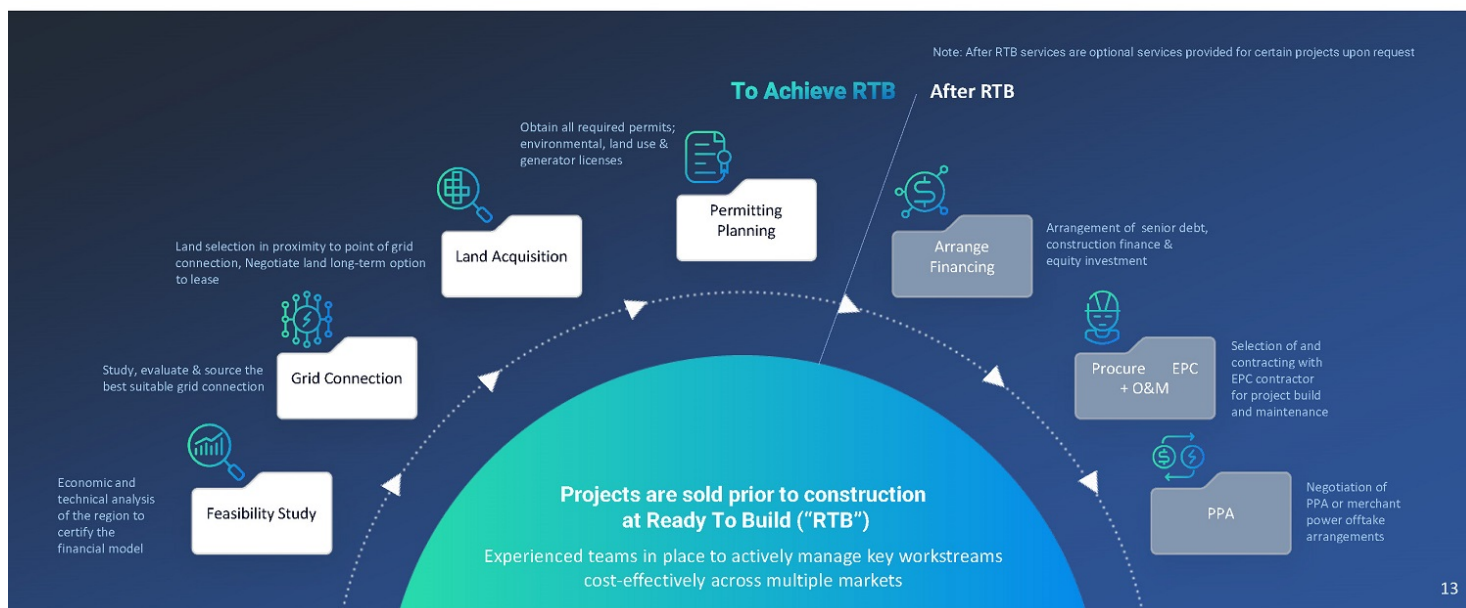
Project Capital Structure (Utility-Scale Solar PV)

Project Example



Source: 1) Management estimate of ready-to-build stage portion of the market based on average ratio of full project cost to ready-to-build stage value based on EEW's previously developed projects

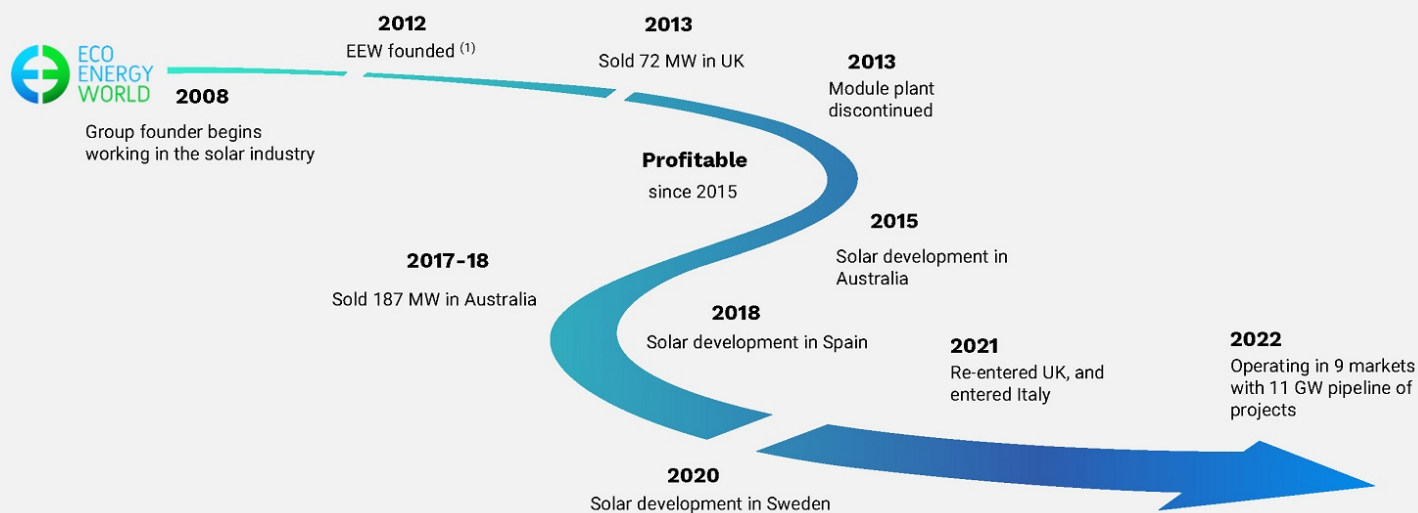
Focused on the early-stage Solar-PV project development



Scalable & streamlined development model supported by in-house operations & local partners



>10 years track record: ~1.3 GW of renewables development¹



(1) The Group was founded in 2012 as a Cyprus incorporated legal entity, EEW Eco Energy World Holdings Limited, which in 2019 transferred its assets to the current UK incorporated parent entity, EEW Eco Energy World Plc

Key attributes that make EEW a successful Solar PV developer

Pure-Play Developer > 10 Yrs Experience

Proven competence in developing from greenfield & selling RTB projects

Conversion Ratio

Streamlined development process & Cost-efficient project development

'REBOX'

In-house system tracking the development and sales of solar projects

Focus on Grid

Strong focus on the grid – Invests substantial time & effort understanding grid capacity in target markets

Nimble

Quick in decision making, continuous learning across markets

'Solar Bank'

Extensive database of evaluated opportunities

Key metrics for examples of EEW projects developed & sold

Asset	Location	Development started	Grid connection	RTB / Sold	Development cost (€/MW)	Sold Price (€/MW)	Buyer
Project 1 37 MW	Australia	2016	+12 months	+24 months	€15k	€133k	Infrastructure Investment Fund
Project 2 11 MW	UK	2013	+9 months	+24 months	€15k	€451k	Large Utility
Project 3 50 MW	Spain	2019	+6 months	+36 months	€10k	€100k	Oil Major

Contents

01 Introduction – EEW at a Glance

02 Solar PV market growth drivers

03 EEW Solar PV business

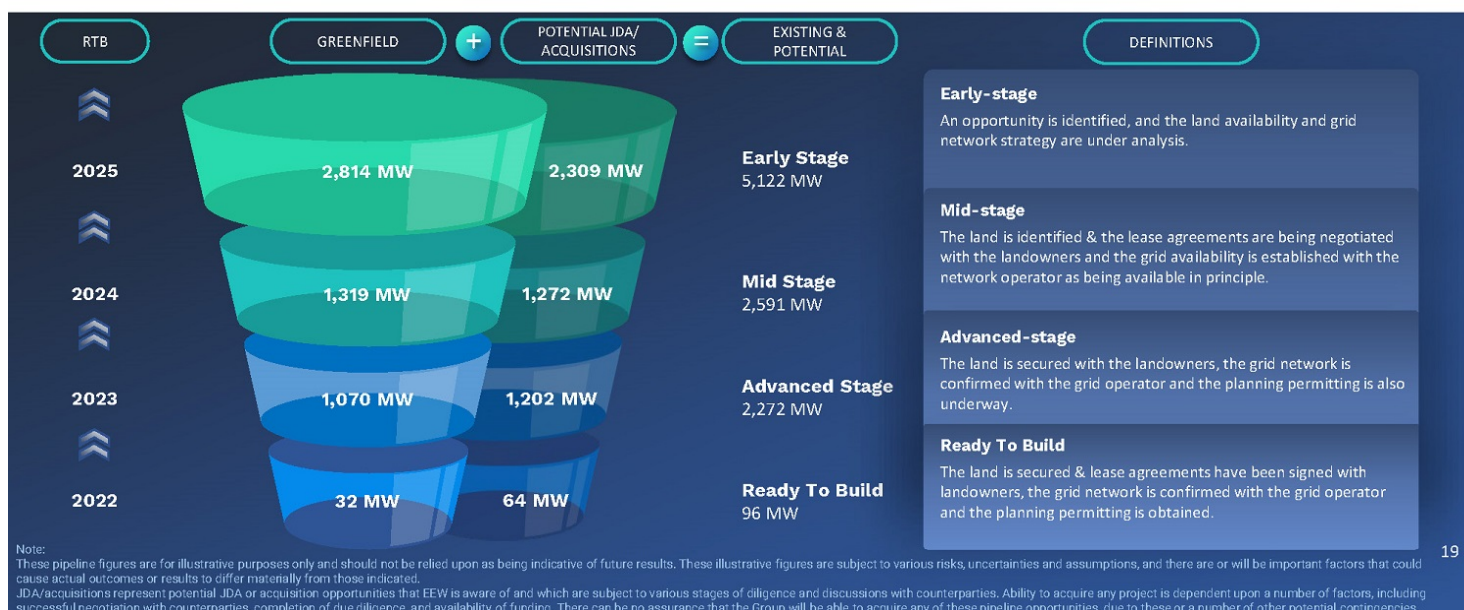
04 Project Pipeline

05 Financials

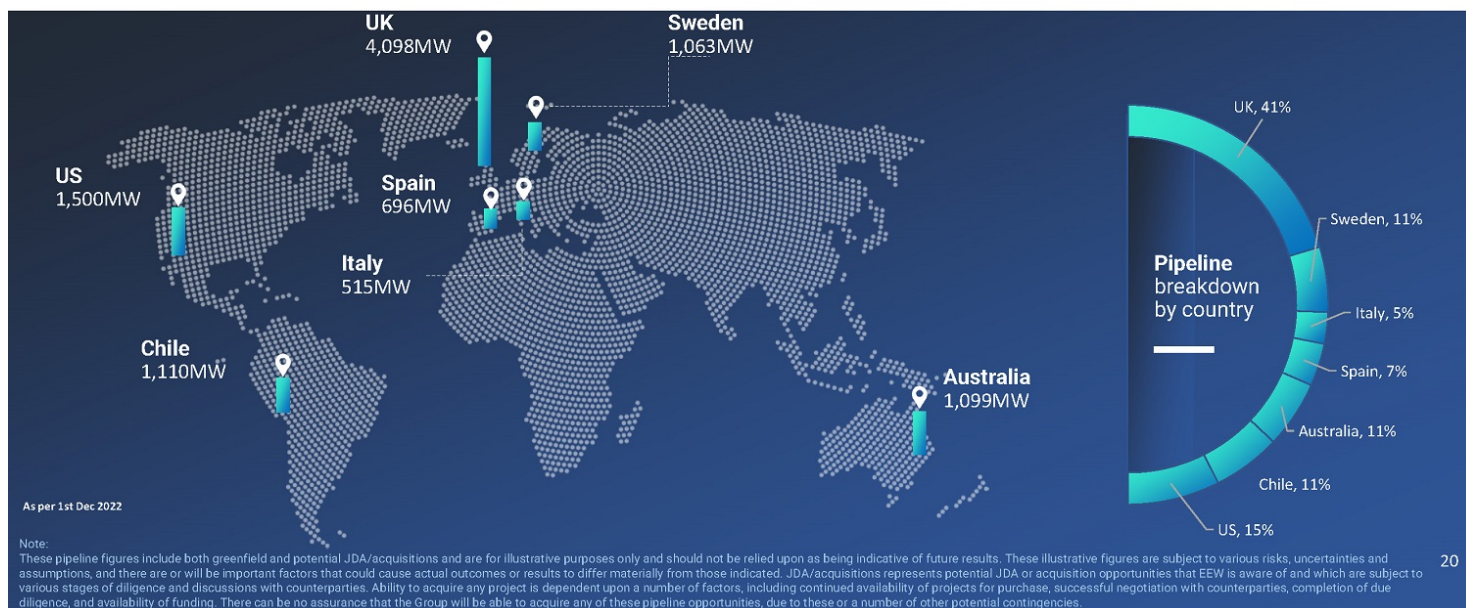
06 Investment Case

Strong & Growing Pipeline – 10.1 GW

Project Classification 4Q2022 (1st Dec 22)



Geographically diverse pipeline across OECD markets



Committed to scaling-up in the rapidly growing utility-scale solar PV market

GROWTH STRATEGY



Greenfield

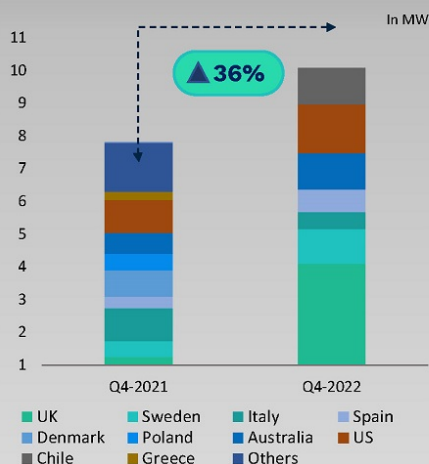


Joint Development



Acquisitions

Greenfield & Potential JDA/Acquisitions



ONGOING EXPANSION ACTIVITIES

- Entering new markets such as the Chile and the US
- Targeting projects for potential acquisition in the UK, Chile, and the US
- Started jointly developing projects with local partners in Italy

Note:
These pipeline figures include both greenfield and potential JDA/acquisitions and are for illustrative purposes only and should not be relied upon as being indicative of future results. These illustrative figures are subject to various risks, uncertainties and assumptions, and there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated. JDA/acquisitions represents potential JDA or acquisition opportunities that EEW is aware of and which are subject to various stages of diligence and discussions with counterparties. Ability to acquire any project is dependent upon a number of factors, including successful negotiation with counterparties, completion of due diligence, and availability of funding. There can be no assurance that the Group will be able to acquire any of these pipeline opportunities, due to these or a number of other potential contingencies.

Contents

01 Introduction – EEW at a Glance

02 Solar PV market growth drivers

03 EEW Solar PV business

04 Project Pipeline

05 Financials

06 Investment Case

Strong revenue profile from transacting visible pipeline for the next 3 years

FROM PROJECT DEVELOPMENT TO SALES

Recurring revenue generated by selling projects prior to/upon reaching Ready to Build

- Projects from inventory of advanced stage and RTB projects to cover MWs targeted to be transacted in 2022 and the majority of MWs targeted in 2023
- Remainder of 2023 through 2025 MW expected to be generated from projects currently in Early and Mid stage of development
- In Q4 2022, EEW launched a process to bring to market advanced stage and RTB projects in UK, Sweden, Italy and Australia.
- Sale process in advanced stage and RTB typically can take from 3 to 6 months for completion from launch to sale.

Projected MW's targeted to be transacted



Note: These projections are for illustrative purposes only and should not be relied upon as being indicative of future results. These illustrative projections are subject to various risks, uncertainties and assumptions, and there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated.

1) 400MW represents project sold to EEW H2 Ltd, a spin off company owned separately by EEW shareholders but which is not part of the EEW Group. Sale is contingent upon EEW H2 Ltd. receiving third party investor financing, which has not yet been secured. A further total of up to 452 MW represents projects that are in various stages of development and of which sales terms are currently under various stages of negotiation with potential buyers, with sales of such projects targeted for completion in Q4 2022 or Q1 2023 (subject to agreement upon final terms). There can be no assurance that the Group will be able to complete any of these sales within the time frame specified due to a number of potential contingencies.

Contents

01 Introduction – EEW at a Glance

02 Solar PV market growth drivers

03 EEW Solar PV business

04 Project Pipeline

05 Financials

06 Investment Case

Transaction Overview

Overview¹

- ClimateRock and EEW target filing an F-4 / proxy statement in December 2022
- The transaction will thereafter be expected to close in H1 2023

Valuation & Ownership¹

- Transaction reflects an equity value of approximately \$801 million translating into an enterprise value of approximately \$691 million
- 100% of existing EEW shareholders expected to roll into the proforma company

Transaction Rationale

- Provides EEW with access to public markets, which will help facilitate the development of utility scale solar PV projects through additional growth capital and partnerships
- Attractive opportunity within renewables market with strong potential

Use of Proceeds

- Working capital and general corporate purposes
- Scaling EEW represents investment in people and infrastructure to support growth
- 80% of new funds allocated to driving growth – development of pipeline and acquisitions

1. Pro forma diluted basis at \$10.21 per share, assumes no redemptions by ClimateRock shareholders and \$40.0 million investment from PIPE investors in order to meet \$40 million minimum cash condition following payment of transaction expenses. Minimum cash condition may ultimately be met by a different combination of redemptions and PIPE investment. Excludes impact of unvested share based compensation and unvested shares pursuant to the new, to-be-established equity incentive plans and warrants.

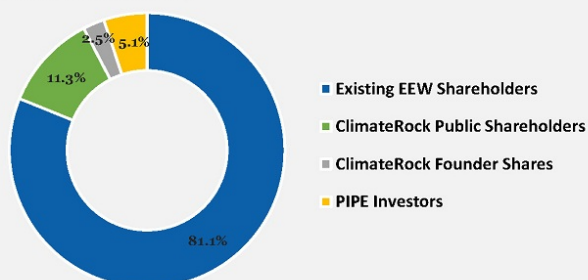
Detailed Transaction Overview – No Redemptions

Pro Forma Valuation^{1,2}

(\$mm, except per share data)

Pro Forma Shares Outstanding ²	78.5
(x) Illustrative Share Price	\$10.21
Pro Forma Equity Value²	\$801.1
(-) Pro Forma Net Cash	\$110.1
Pro Forma Enterprise Value²	\$691.0

Pro Forma Share Ownership^{1,2,3}



Illustrative Sources & Uses

Sources (\$mm)

ClimateRock Cash in Trust ¹	\$80.4
EEW Equity Rollover	\$650.0
Existing EEW Cash	\$0.0
ClimateRock Founder Shares	\$20.1
PIPE	\$40.0
Total Sources	\$790.5

Uses (\$mm)

EEW Equity Rollover	\$650.0
Cash to Balance Sheet ²	\$110.1
ClimateRock Founder Shares	\$20.1
Transaction Fees & Expenses Including Deferred UW Fees ⁴	\$10.2
Total Uses	\$790.5

1. Assumes no redemptions by Climate public stockholders

2. Pro forma diluted basis at \$10.21 per share, assumes no redemptions by ClimateRock shareholders and \$40 million investment from PIPE investors in order to meet \$40 million minimum cash condition following payment of transaction expenses. Minimum cash condition may ultimately be met by a different combination of redemptions and PIPE investment. Excludes impact of unvested share based compensation and unvested shares pursuant to the new, to-be-established equity incentive plans and warrants.

3. Includes shares issued to Maxin Group LLC pursuant to IPO underwriting agreement & M&A advisory agreement

4. Represents only cash fees and expenses

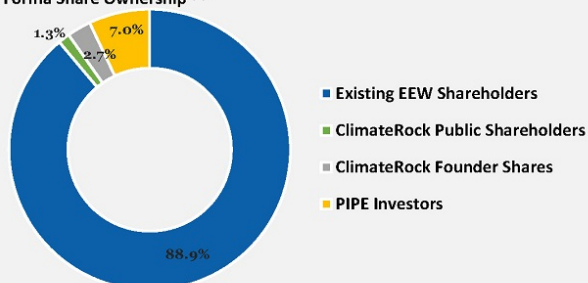
Detailed Transaction Overview – Full Redemptions

Pro Forma Valuation^{1,2}

(\$mm, except per share data)

Pro Forma Shares Outstanding ²	71.6
(x) Illustrative Share Price	\$10.21
Pro Forma Equity Value²	\$731.2
(-) Pro Forma Net Cash	\$40.0
Pro Forma Enterprise Value²	\$691.2

Pro Forma Share Ownership^{1,2,3}



Illustrative Sources & Uses

Sources (\$mm)

ClimateRock Cash in Trust ¹	\$80.4
EEW Equity Rollover	\$650.0
Existing EEW Cash	\$0.0
ClimateRock Founder Shares	\$20.1
PIPE	\$50.3
Total Sources	\$800.7

Uses (\$mm)

EEW Equity Rollover	\$650.0
Cash Paid for Redemptions ¹	\$80.4
Cash to Balance Sheet ²	\$40.0
ClimateRock Founder Shares	\$20.1
Transaction Fees & Expenses Including Deferred UW Fees ⁴	\$10.2
Total Uses	\$800.7

1. Assumes full redemptions by Climate public stockholders

2. Pro forma diluted basis at \$10.21 per share, assumes full redemptions by ClimateRock shareholders and \$50.3 million investment from PIPE investors in order to meet \$40 million minimum cash condition following payment of transaction expenses. Minimum cash condition may ultimately be met by a different combination of redemptions and PIPE investment. Excludes impact of unvested share based compensation and unvested shares pursuant to the new, to-be-established equity incentive plans and warrants.

3. Includes shares issued to Maxim Group LLC pursuant to IPO underwriting agreement & M&A advisory agreement

4. Represents only cash fees and expenses

Appendix



Experienced Executive Team & Proposed Post-Closing Board of Directors

- Proposed post-closing Board of Directors shall be composed of 2 management team members, 3 representatives of EEW shareholders, and 2 ClimateRock appointed representatives
- Board composition will satisfy SEC and NASDAQ independence requirements

Executive Team



Svante Kumlin
CEO

Over 35 years experience in entrepreneurship with founding and investing in hi-tech and renewable energy businesses



Panagiotis Sarris
COO

Over 30 years of experience of project management of which 17 within solar PV. ABO Wind, Conergy, Juwi. Electrical Engineer, M.Sc, UCL



Kaveh Ertefai
CFO

Over 20 years experience - investment banking, private equity and management with a focus on renewable energy since 2008



Reza Ghanei
CCO

+10 years experience in renewables sector; Founder of Maxsun, Key Account Manager at Ameresco Inc. M.Eng University of Cambridge

Board of Directors



Roger Parry
Chairman



Giles Clark
Member



Svante Kumlin
Member



Kaveh Ertefai
Member



Vera Spiridopoulos
Member



Charles Ratelband
Member



Per Regnarsson
Member

Risk Factors

- The Group's performance depends strongly on availability of experienced and qualified personnel; inability to attract and/or retain such personnel, or loss of one or more of the Group's key personnel, may disrupt the Group's operations.
- The Group's relatively short operating history makes it difficult to project its future prospects.
- The Group depends on the profitable sale of a small number of projects in its portfolio each year for a substantial portion of its anticipated cash flows and revenues.
- The Group's business plan and strategy is dependent on continually sourcing new projects.
- The Group's business is dependent upon its ability to continually identify and acquire suitable grid capacity and properties for its projects.
- A portion of the Group's early-stage projects may experience unforeseen delays and/or difficulties in their development towards saleable, ready-to-build-stage projects; this could induce a loss of capital investment and the diversion of resources from profitable projects.
- The Group's financial performance depends strongly on attractiveness of solar investments; if solar becomes a less attractive investment opportunity, this could have a material adverse effect on the Group's business, financial condition and results of operations.
- The Group is obliged, in many jurisdictions, to fund early payments or issue securities prescribed in relation to grid connection securing; the Group may not have sufficient capital to comply with such requirements.
- The Group may not be able to obtain additional external financing on commercially acceptable terms or at all to fund the development of the Group's portfolio or for other operational purposes.
- The Group may incur liabilities under the terms of its project sale agreements.
- Delayed payment or non-payment of all or part of the consideration for a sold project due to the Group's failure to satisfy conditions under a project sale agreement could have a material adverse effect on its business, financial condition and results of operations.
- The Group is required to obtain and comply with licenses, permits, approvals and rulings for its projects, which are subject to change.
- The Group currently operates in a number of different international jurisdictions, and may expand into additional jurisdictions, which expose its business to a range of risks.
- The Group is exposed to exchange rate volatility and fluctuations that are beyond the Group's control.
- Environmental laws and regulations in the jurisdiction in which a project is located may have an impact on a project's viability.
- The Group's operations may be negatively affected by business interruption and political and economic risks in the countries it operates, especially in emerging markets.
- The predicted future growth of the solar industry may not materialize.
- The Group's business, operating results, financial position and ability to meet contractual commitments could be materially adversely affected by natural disasters impacting the projects and/or properties of the Group.
- Global economic conditions and macro events may adversely affect the Group's business, financial condition and results of operations.
- Negative publicity associated with press reports, litigation and other public statements about the Group, solar industry or other industry participants could damage the Group's reputation.