



KALERA

The Science of Great Greens

KALERA AS QUARTERLY REPORT
Q2 2021



Oslo, 11 August 2021- Kalera AS (KAL) today announced its financial results for its fiscal quarter ended 30 June 2021. Kalera AS is a vertical farming company that uses technology to produce leafy greens at affordable prices that are always fresh, free from pesticides, non-GMO, and are produced locally.

- Orlando facility revenue for Q2 2021 of \$481K, up 116% compared to prior year Q2 2020 and up 45% compared to Q1 2021. June sales of approximately \$200K reflecting a ~3x increase since January
- Atlanta facility revenue for Q2 2021 of \$9K as Kalera successfully completed adding new connectors to its second-generation lighting equipment only in July. First partial harvest obtained at the end of June and sales ramp-up has started in Q3 2021
- After some weeks of delay from a successful retrofit of electrical connectors in Atlanta and Houston, both farms will begin harvesting in Q3 2021. Together they will raise Kalera's total production capacity in excess of five-fold versus Orlando. Other facilities under construction will add further capacity by end-Q1 2022
- Kalera maintains a solid net cash position of ~\$84M at 30 June 2021. The Q2 2021 EBITDA adjusted for non-cash items (share-based compensation) was (\$5.2M), mostly reflecting the front-loading of operating costs for new facilities
- In Q3 2021 Kroger will be added as a new customer for both Kalera's Atlanta and Houston facilities, while Disney has confirmed it will start purchasing product from the Orlando facility
- On 11 August 2021, Kalera announced it will acquire 100% of vertical farming company &ever. This transaction will accelerate Kalera's international expansion and add flexible proprietary grow technology to the business.

HIGHLIGHTS Q2 2021



Orlando facility Q2 2021 sales growth: +116% YoY, +45% QoQ



Orlando facility throughput yield continued to improve while facility operating costs are on budget



Atlanta electrical components replaced and operating well, completed fully by late July



Net cash of \$84.2M at end Q2, sufficient to fully-fund all announced facilities to date



Strong Q2 sales momentum in both foodservice and retail. New customers Kroger and Disney. Deliveries to start in Q3



Acquisition of &ever announced 11 August 2021 - adding new technology and products while accelerating Kalera's international growth



Dear shareholders, the second quarter of 2021 has been a quarter of strong sales growth and continued expansion of production capabilities! Sales for the quarter topped \$489,000 and for the first half of 2021 totaled more than \$828,000, both of which represent the highest quarterly and half year sales totals in Kalera's history!

The strong sales growth was attributed almost entirely to our Orlando facility which posted a 45% increase in sales over the first quarter of 2021 and a 116% increase compared to the second quarter of 2020. In June, Orlando sales topped \$200K, a three-fold increase from January 2021, and we expect this strong momentum to continue in H2 as we plan to add a loose-leaf retail product and expand to new customers. The rapid sales growth was driven by several factors including the rebounding of the food service sector as the economy emerged from the pandemic as well as increased volume of retail orders. In addition, Kroger, which is one of the largest grocery store chains in the world, was added as a new retail customer for Q3 and will feature Kalera's leafy greens in over 400 stores. Kroger will be served by our new Atlanta and Houston facilities, both of which are expected to produce their first harvest in Q3 after a successful electrical component re-fit caused minor opening delays. These two extra facilities alone will increase our production capacity more than five-fold compared to Orlando. Additional facilities in Denver, Seattle, Hawaii, St. Paul, and Columbus are planned to open later in 2021 or early 2022. We are also excited to have Disney as a new customer to be supplied from our Orlando farm starting in Q3.

During Q2 we fully integrated Vindara which we acquired in February 2021 and which delivers unrivalled seed technology and genomics. With Vindara we can now use our unique seed development capabilities to generate increased yields, productivity and also improve R&D for new products to offer customers unique product solutions. We expect Vindara seeds to be added to Kalera's own production starting in September.

In addition to the above achievements, we agreed to add a further two world class leaders to our Board of Directors, Andrea Weiss and Curtis McWilliams, both of whom have tremendous experience leading companies in the restaurant, hospitality, and real estate sectors.

In exciting developments already in Q3 on top of expansion in Atlanta and Houston, Kalera has agreed to acquire &ever GmbH, a vertical farming company based in Munich, Germany and with operations in the Middle East, Asia, and Europe. This acquisition is scheduled to complete in September 2021 and will result in Kalera becoming not only a truly international vertical farming leader with operations on three continents, but also one that can deliver the entire leafy green product spectrum from whole head to baby-leaf, and from lettuce to spinach, kale and arugula. It will also accelerate our international development by adding a strong pipeline of new projects and a talented management team led by &ever's CEO Dr. Henner Schwartz.

In July we have also hired an outstanding Chief Marketing Officer, Aric Nissen, who will immediately spearhead our US marketing strategy for both retail and foodservice customers.

Under the new global Kalera to be created with the acquisition of &ever, the future remains very bright as we continue positioning ourselves as a global vertical farming leader!

A handwritten signature in black ink, appearing to read "DM", with a stylized flourish extending from the end.

Daniel Malechuk

Chief Executive Officer



Q2 2021 FINANCIAL HIGHLIGHTS

- Orlando monthly sales continued to make rapid progress throughout H1 2021, growing from \$75K in January to over \$200K in June, a 167% increase. Sales momentum is strong with both retail and foodservice customers. In Q3 Kalera will begin its first shipments to Disney.
- The Atlanta facility which opened in April 2021, is Kalera's largest facility in operation having ~2X the production capacity as the Orlando facility. Atlanta's production and sales ramp up was delayed in Q2 due to installation of upgraded electrical connectors needed to control its new second-generation LED lights. The connectors were successfully installed in July and the facility initiated production and sales ramp up during Q3.
- The Houston facility is 25% larger than Atlanta and will deliver its first harvest in September. It experienced some minor construction delays in part due to the aforementioned upgraded electrical connections, which were also completed in July.
- Kroger will be added as a new retail customer strengthening Kalera's retail sales strategy. Kroger has a strong retail presence in the states of Georgia and Texas. Kalera will supply Kroger through its Atlanta and Houston facilities starting in Q3 2021.
- Orlando facility operating costs have remained close to budget and throughput yield has improved significantly since the end of 2020. Final improvements in climate control and power are targeted for completion in early 2022.
- Vindara has accelerated its development of high-yield spinach and basil seeds, ready for testing by September. It has also expanded its crop program into new areas including cilantro, quinoa and pea protein.
- Kalera maintains a solid net cash position of \$84M at 30 June 2021. The Q2 2021 EBITDA adjusted for non-cash items (share based compensation) was (\$5.2M) reflecting the front-loading of operating costs for new facilities.
- On 11 August 2021, Kalera agreed to acquire &ever GmbH in a combination of cash and stock. Under the terms of the agreement, &ever shareholders will receive EUR 21.6M in cash and 27.9M Kalera shares - &ever shareholders and management have agreed to a 12-month and 3-year lock-up respectively. This deal creates a world leader in controlled environment agriculture and will accelerate Kalera's international development. It also ensures Kalera can now supply a much wider product range for leafy greens including full head, cut leaf, baby leaf and microgreens.



STATEMENT BY MANAGEMENT AND BOARD OF DIRECTORS

Management and the Board of Directors have considered and approved the interim consolidated financials statements of Kalera AS ("the Company") and its subsidiaries (collectively, "the Group") for the quarter and half year ended 30 June 2021. The interim report, which has not been audited or reviewed by the Group's independent auditors, has been prepared in accordance with IAS 34 Interim Financial Reporting as adopted by the EU disclosure requirements for listed Companies. In our opinion, the accounting policies used are appropriate, and the interim report gives as a true and fair view of the Group's financial position as of 30 June 2021, as well as the results from the Group's operations during the quarter, including cash flows for the period ended 30 June 2021. In our opinion, Management's review provides a true and fair presentation of developments, results for the respective periods, and overall financial position of the Group's operation in addition to a description of the most significant risks and elements of uncertainty facing the Group. Notwithstanding the disclosures including in the interim report, no changes in the Group's most significant risks and uncertainties have occurred relative to the disclosures in the annual report for 2020 published on 21 April 2021 and quarterly report for Q1 2021 published on 11 May 2021.

11 August 2021

BJORGE GRETLAND

Chairman of the Board

DANIEL MALECHUK

Chief Executive Officer

CHRIS LOGAN

Member of the Board

UMUR HURSEVER

Member of the Board

CAMILLA MAGNUS

Member of the Board

KIM LOPDRUP

Member of the Board

SONNY PERDUE

Member of the Board

MARIA SASTRE

Member of the Board

ERIK SAUAR

Member of the Board



FINANCIAL STATEMENTS

INTERIM CONSOLIDATED INCOME STATEMENT AND OTHER COMPREHENSIVE INCOME

Unaudited \$ (in thousands)

	Notes	For the three months ended		For the six months ended	
		30 June 2021	30 June 2020	30 June 2021	30 June 2020
Total Revenue		489	222	828	243
Raw materials and consumables used		280	76	486	91
Wages and benefits		3,117	1,221	5,259	1,958
Share-based compensation expense		709	187	1,282	346
Depreciation and amortization expense	3,4	1,230	228	1,701	391
Other expenses		2,283	476	3,842	780
Operating loss		(7,130)	(1,966)	(11,742)	(3,323)
Finance income (costs)		(581)	189	(760)	(204)
Change in fair values		0	0	0	(382)
Finance costs, net		(581)	189	(760)	(586)
Loss before income tax		(7,711)	(1,777)	(12,502)	(3,909)
Income tax expense		0	0	0	0
Net loss		(7,711)	(1,777)	(12,502)	(3,909)
Other comprehensive loss		0	0	0	0
Total comprehensive loss		(7,711)	(1,777)	(12,502)	(3,909)
Earnings per share:					
Basic and diluted loss per share		(0.047)	(0.019)	(0.076)	(0.048)

Notes 1-8 are an integral part of these consolidated financial statements



INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Unaudited \$ (in thousands)

	Notes	30 June 2021	31 December 2020
Assets			
Property, plant and equipment	4	64,602	28,014
Right of use asset, net	3	41,678	9,279
Intangible assets		24,496	686
Deposits and other receivables		3,557	3,148
Total non-current assets		134,333	41,127
Current assets			
Trade and other receivables		2,347	487
Inventory		430	104
Cash and cash equivalents including bank overdrafts		84,283	113,353
Total current assets		87,060	113,944
Total assets		221,393	155,071
Equity and liabilities			
Share capital	2	201	194
Share premium		196,378	167,101
Shares to be issued	2	9,728	0
Share-based compensation		2,791	1,509
Other reserves		(37,195)	(24,693)
Total equity		171,903	144,111
Liabilities			
Borrowings		23	62
Long term lease liabilities	3	42,720	9,535
Total non-current liabilities		42,743	9,597
Current liabilities			
Trade payables and accrued liabilities		6,096	1,214
Short term lease liabilities	3	651	149
Total current liabilities		6,747	1,363
Total liabilities		49,490	10,960
Total equity and liabilities		221,393	155,071

Notes 1-8 are an integral part of these consolidated financial statements



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SIX MONTHS ENDED 30 JUNE 2020, 31 DECEMBER 2020, AND 30 JUNE 2021

Unaudited \$ (in thousands)

	Note	Share capital	Share premium	Shares to be issued	Share-based compensation	Other reserves	Total equity
Balance, 1 January 2020		98	21,902			(14,747)	7,253
Issue of shares	2	53	37,752				37,805
Share-based compensation					345		345
Issue of shares		3	2,176				2,179
Loss for the period						(3,909)	(3,909)
Balance, 30 June 2020		154	61,830		345	(18,656)	43,673
Issue of shares	2	40	105,271				105,311
Share-based compensation					1,164		1,164
Loss for the period						(6,037)	(6,037)
Balance, 31 December 2020		194	167,101		1,509	(24,693)	144,111
Issue of shares	2	7	29,277	9,728			39,012
Share-based compensation					1,282		1,282
Loss for the period						(12,502)	(12,502)
Balance, 30 June 2021		201	196,378	9,728	2,791	(37,195)	171,903

Notes 1-8 are an integral part of these consolidated financial statements



CONSOLIDATED STATEMENT OF CASH FLOWS

Unaudited \$ (in thousands)

Unaudited \$ (in thousands)	Notes	For the six months ended	
		30 June 2021	30 June 2020
Cash flows from operating activities			
Net loss		(12,502)	(3,909)
Adjustments for:			
- Depreciation and amortization	3, 4	1,701	391
- Share-based compensation		1,282	346
- Finance costs, net		760	204
- Trade and other receivables		(2,270)	(470)
- Trade and other payables		4,876	659
- Change in inventory		(326)	0
- Change in fair value of assets and liabilities		0	382
Interest paid		(458)	(112)
Net cash used in operating activities		(6,937)	(2,509)
Cash flows from investing activities			
Purchase of property, plant and equipment	4	(37,085)	(2,138)
Purchase of a business, net of cash acquired	6	(14,213)	0
Net cash used in investing activities		(51,298)	(2,138)
Cash flows from financing activities			
Net proceeds from issuance of shares	2	29,284	35,723
Proceeds from forgiven loan		0	328
Repayment of loans and lease liabilities		(120)	(139)
Net cash generated from financing activities		29,164	35,912
Net change in cash and cash equivalents		(29,071)	31,265
Cash at the beginning of the period		113,353	3,395
Impact of foreign currency on cash and cash equivalents		1	(188)
Cash and cash equivalents at end of period		84,283	34,472

Notes 1-8 are an integral part of these consolidated financial statements



NOTES TO THE FINANCIAL STATEMENTS

Unaudited \$ (in thousands) except per share amounts

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

COMPANY OVERVIEW

Kalera AS ("the Company") and its subsidiaries (together, "the Group") develop technology driven vertical farming techniques to conduct operations related to hydroponic food production. The Group currently operates hydroponic plants in Florida and Georgia, and is in the process of building new plants in Texas, Ohio, Colorado, Washington State, Hawaii, and Minnesota. In addition, the Company holds a license to patented technology related to geopolymers concrete. The Company has four wholly-owned subsidiaries including Kalera Inc., Vindara Inc., Iveron Materials Inc., and Kalera Real Estate Holdings, LLC.

On 28 October 2020, the Company was admitted to the EuroNext Growth Oslo (KAL). Neither the Company, nor any other Group companies, have securities listed on any stock exchange or regulated marketplace. The Shares had been registered on the N-OTC since 21 April 2020 under the ticker code "KALERA." Prior to commencement of trading on EuroNext Growth Oslo, the Shares were deregistered from the N-OTC. The address of its registered office is Tjuvholmen allé 19, 0252 OSLO.

BASIS FOR PREPARATION

These interim consolidated financial statements for the six and three months ended 30 June 2021, have been prepared in accordance with IAS 34 Interim Financial Reporting, and authorized for issue by the Board of Directors on 11 August 2021. The interim consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group's annual financial statements for 2020.

The Group's accounting policies adopted are consistent with those applied in the Group's 2020 Annual Report as published on the Oslo Stock Exchange on 21 April 2021. No new standards under IFRS have been adopted by the Group in 2021.

RECLASSIFICATION

Certain amounts in the Group's 2020 consolidated financial statements have been reclassified to conform to the 2021 presentation. The reclassifications have no effect on the Group's consolidated financial position or previously reported results of consolidated operations.



NOTE 2: SHARE CAPITAL AND SHARE PREMIUM

Kalera has increased its share capital during 2020 and H1 2021 through several rounds of share issuances. On 24 February 2021, the Company completed a private placement with net proceeds of \$29.3 million in connection with the acquisition of Vindara. In connection with the Vindara acquisition, the Company will issue 2,084,087 shares as deferred consideration of equity to the former owners of Vindara. These are classified as shares to be issued in our statement of financial position.

	Number of shares	Ordinary shares	Share face value	Share premium	Total*
At 1 January 2020	68,433,478	68,433,478			22,000
Share issue	20,000,000	20,000,000	0.0010	0.75	14,021
Conversion of Loan	6,265,762	6,265,762	0.0010	0.52	4,661
Share issue	300,000	300,000	0.0010	0.76	228
Share issue	25,401,600	25,401,600	0.0011	0.80	19,311
Share issue	2,723,400	2,723,400	0.0011	0.80	2,179
Share issue	6,666,666	6,666,666	0.0011	1.42	9,462
Share issue	3,333,333	3,333,333	0.0011	2.87	9,482
Share issue	27,900,000	27,900,000	0.0011	3.01	85,952
At 31 December 2020	161,024,239	161,024,239			167,295
Share issue	5,750,000	5,750,000	0.0012	5.44	29,284
At 30 June 2021	166,774,239	166,774,239			196,579

* Net of transaction costs



NOTE 3: LEASES

Right-of-use assets increased to \$41.7 million at 30 June 2021 from \$9.3 million at 31 December 2020, mainly driven by leases for new facilities opened or opening during 2021. The Group used an incremental borrowing rate of 6% for all leases entered into during 2021 and 2020. Lease liabilities increased to \$43.4 million at 30 June 2021 compared to \$9.7 million at 31 December 2020 as a result of new leases for facilities that will open in 2021.

Right-of-use assets	Vehicles & equipment	Facility leases	Total
Net - 1 January 2020	116	3,836	3,952
Additions	77	5,753	5,830
Depreciation charge	(19)	(484)	(503)
Total right-of-use assets, 31 December 2020	174	9,105	9,279

Lease liabilities	Vehicles & equipment	Facility leases	Total
Current lease liability	29	120	149
Non-current lease liability	120	9,415	9,535
Total lease liabilities, 31 December 2020	149	9,535	9,684

Right-of-use asset	Vehicles & equipment	Facility leases	Total
Net - 1 January 2021	174	9,105	9,279
Additions	0	33,231	33,231
Depreciation charge	(6)	(826)	(832)
Total right-of-use assets, 30 June 2021	168	41,510	41,678

Lease liabilities	Vehicles & equipment	Facility leases	Total
Current lease liability	38	613	651
Non-current lease liability	130	42,590	42,720
Total lease liabilities, 30 June 2021	168	43,203	43,371



NOTE 4: PROPERTY, PLANT AND EQUIPMENT

	Furniture, fittings & equipment	Production facilities	Vehicles	Assets under construction	Real estate	Total
2020 activity						
Net book value, 1 January 2020	224	2,252	40	5,174		7,690
Additions	576	205	-	20,065	-	20,846
Reclassifications	-	5,899	-	(5,899)	-	-
Depreciation charge	68	447	7	-	-	522
Net book value, 31 December 2020	732	7,909	33	19,340		28,014
At 31 December 2020						
Cost or valuation	957	8,553	55	19,340	-	28,905
Accumulated depreciation	225	644	22	-	-	891
Net book value, 31 December 2020	732	7,909	33	19,340		28,014
2021 Six Months Activity						
Net book value, 1 January 2021	732	7,909	33	19,340		28,104
Additions	446	3,427	34	29,519	3,659	37,085
Acquired in business acquisition	5	-	-	-	-	5
Reclassifications	-	13,328	-	(13,328)	-	-
Depreciation charge	68	429	5	-	-	502
Net book value, 30 June 2021	1,115	24,235	62	35,531	3,659	64,602
At 30 June 2021						
Cost or valuation	1,399	25,309	75	35,530	3,659	65,972
Accumulated depreciation	284	1,073	13	-	-	1,370
Net book value, 30 June 2021	1,115	24,236	62	35,530	3,659	64,602



NOTE 5: ALTERNATIVE PERFORMANCE MEASURES

Alternative Performance Measures: Adjusted EBITDA

Adjusted EBITDA is operating loss excluding depreciation, amortization, impairment, interest, taxes and other non-recurring items that do not reflect the performance of the Group's underlying operations. Adjusted EBITDA should be used as supplemental financial information and not as a replacement for the Group's results as reported under IFRS. A reconciliation of the Group's net loss under IFRS to adjusted EBITDA is provided below.

	Q2 2021	Q2 2020
Loss for the period	(7,711)	(1,777)
Interest costs, net	581	0
Share-based compensation expense	709	187
Depreciation and Amortization	1,230	228
Adjusted EBITDA	(5,191)	(1,362)



NOTE 6: BUSINESS COMBINATION

The Company purchased Vindara Inc., on 10 March 2021. Subsequent to the acquisition, Vindara's results are included with the Group's results, in the accompanying financial statements. The acquisition method of accounting is used by the Group for the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in the business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. Acquisition-related costs are expensed as incurred. Any excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill.

During Q1 2021, we incurred transaction costs of \$0.3 million in connection with this acquisition. Goodwill from this acquisition represents the portion of purchase prices in excess of the fair value of the knowhow, licenses, and intellectual property to develop seeds that is attributable to the expected synergies to be achieved including increased revenues, combined talent, technology, production/yield improvements and cost reductions. This goodwill is assigned to the whole Group. The expected economic lifetime of identifiable assets is ten years for accounting and tax purposes. Goodwill is tested for impairment annually, first will be in Q4 2021. Assuming a transaction closing on 1 January 2021, pro-forma Group loss for the six-month period ended 30 June 2021 including Vindara would have been \$8.4 million. Based on our preliminary analysis of Vindara's assets and liabilities, the provisional allocation of the purchase price to the identifiable assets and liabilities is set out below.

Assets acquired and liabilities assumed	
Balance sheet items	
Prepaid Expenses	50
Deposits and Other Receivables	4
Fixed Assets	5
Licenses	1,700
Intellectual Property	9,250
Accounts Payable	(47)
Other Liabilities	(3)
Accrued Salary and Benefits	(22)
Net identifiable assets acquired	10,937
Goodwill	13,134
Consideration	24,071
Satisfied by:	
Cash Consideration	14,250
Equity Consideration	9,858
Cash Acquired	(37)
Total consideration	24,071



NOTE 7: TOP 20 SHAREHOLDERS AS OF 30 JUNE 2021

Rank	Investor	Number of shares	% of total	Type	Country
1.	LGT BANK AG	20,717,366	12.42%	Nominee	Liechtenstein
2.	PERSHING LLC	15,560,731	9.33%	Nominee	United States
3.	CANICA AS	11,155,412	6.69%	Ordinary	Norway
4.	Citibank, N.A.	10,349,812	6.21%	Nominee	Ireland
5.	J.P. Morgan Securities LLC	7,329,992	4.40%	Nominee	United States
6.	State Street Bank and Trust Comp	6,090,137	3.65%	Nominee	United States
7.	JPMorgan Chase Bank, N.A., London	5,827,461	3.49%	Nominee	Luxembourg
8.	MACAMA AS	5,770,701	3.46%	Ordinary	Norway
9.	LANI INVEST AS	5,005,650	3.00%	Ordinary	Norway
10.	Skandinaviska Enskilda Banken AB	4,005,000	2.40%	Nominee	Luxembourg
11.	CONVEXA AS	4,000,000	2.40%	Ordinary	Norway
12.	UFI AS	3,642,561	2.18%	Ordinary	Norway
13.	Goldman Sachs & Co. LLC	3,352,636	2.01%	Nominee	United States
14.	JPMorgan Chase Bank, N.A., London	2,538,771	1.52%	Nominee	Luxembourg
15.	State Street Bank and Trust Comp	2,424,968	1.45%	Nominee	United States
16.	CLEARSTREAM BANKING S.A.	2,346,483	1.41%	Nominee	Luxembourg
17.	VERDIPAPIRFONDET KLP AKSJENORGE	2,270,865	1.36%	Ordinary	Norway
18.	Skandinaviska Enskilda Banken AB	2,080,006	1.25%	Nominee	Luxembourg
19.	GOLDMAN SACHS INT. - EQUITY	1,817,654	1.09%	Ordinary	United Kingdom
20.	Pictet & Cie (Europe) S.A.	1,650,770	0.99%	Nominee	Luxembourg
Total number owned by top 20		117,936,976	70.72%		
Total number of shares		166,774,239 ¹	100.0 %		

1. Excludes 2,084,087 shares to be issued in connection with the Vindara acquisition



NOTE 8: SUBSEQUENT EVENTS

- On 11 August 2021 Kalera entered into a share purchase agreement for the acquisition of all shares in &ever GmbH, a leader in baby leaf production capabilities, for a total consideration reflecting an enterprise value of &ever GmbH of EUR 130 million on a cash and debt free basis as of 1 July 2021.
- Under the terms of the agreement, &ever GmbH shareholders will receive EUR 21.6 million in cash and 27,856,081 Kalera shares. The consideration shares will be subject to a twelve-month lock-up after closing for all shareholders except management who will be subject to a three-year lock-up.
- 82% of the purchase price consideration will be paid in Kalera shares at a subscription price of NOK 36.68.
- Kalera shareholders will own an 87% stake in the combined company, while current &ever GmbH shareholders will own 13% on a fully-diluted basis. All &ever shareholders receiving Kalera shares have agreed to a month lock-up post closing, with the exception of management joining Kalera who have agreed to a 3 year lock-up.
- The cash consideration will be financed through a debt facility provided by DNB or by other financing sources available to Kalera.
- By continuing to own shares of the combined company, &ever GmbH shareholders will have the opportunity to participate in Kalera's long-term value creation potential.
- Faisal Al-Meshal from NOX Management, &ever's strategic partner in Kuwait, will be proposed to join Kalera's Board of Directors enhancing Kalera's strategy and long-term value creation in the Middle-East and worldwide. The election is expected to take effect upon completion of the contemplated merger between Kalera and the new Luxembourg parent for the group, which has previously been announced. In the period between completion of the &ever acquisition and such merger, Faisal Al-Meshal and Dr. Klaus Bader will be invited to participate in Kalera's board meetings.
- Up to 2.2 million Kalera share options will be granted to &ever management in connection with the transaction. The options will have a strike price of NOK 36.68 and will vest over four years with the following schedule: 0% at the end of year one, 25% at the end of year two, 25% at the end of year three, and 50% at the end of year four.
- The transaction is subject to customary closing conditions, including a resolution of the Kalera general meeting to issue the consideration shares to the &ever shareholders.
- It is expected that the transaction will be completed by the end of September 2021.
- Founded in 2015, &ever focuses on the highly-automated production of baby leaf products including spinach, arugula and cilantro using proprietary technology and operations, enabling output of various scale from in-store grow-towers to mega-farms.
- This transaction represents the first instance of consolidation between vertical farmers: it combines a leader in plant science and unit economics for full head leafy greens with a leader in baby leaf production and technology to create a global vertical farming leader.
- The transaction is complementary to Vindara's acquisition increasing Vindara's market reach and positioning worldwide.
- A majority of &ever's management team will immediately join Kalera's senior management team.

