INITIAL PUBLIC OFFERING ON EURONEXT PARIS

111

ENERGY OPTIMIZATION

THE ENVIRONMENTAL TRANSITION ACCELERATOR



NOTICE

This document has been prepared by BOOSTHEAT (the "Company") and is provided for information purposes only.

The information and opinions contained in this document are provided as of the date of this document only and may be updated, supplemented, revised, verified or amended, and thus such information may be subject to significant changes.

The information contained in this document has not been subject to independent verification. No representation, warranty or undertaking, express or implied, is made as to the accuracy, completeness or appropriateness of the information and opinions contained in this document. The Company, its subsidiaries, its advisors and representatives accept no responsibility for and shall not be held liable for any loss or damage that may arise from the use of this document or the information or opinions contained herein.

A detailed description of the Company's business, financial situation and risk factors relating to the Company and the initial public offering is included in the prospectus of BOOSTHEAT (the **"Prospectus"**) which received the approval of the *Autorité des marchés financiers* (the **"AMF**") under n°19-456 on September 24, 2019, comprised of the registration document registered by the AMF on September 11, 2019 under n°1.19-032 and a securities note dated September 24, 2019 (which contains, in particular, the summary of the Prospectus) to which you are invited to refer to. Copies of the Prospectus are available on the AMF website (www.amf-france.org) as well as on the Company's website (<u>www.boostheat-bourse.com</u>).

This document contains information on the Company's markets and competitive position, and more specifically, on the size of its markets. This information has been drawn from various sources or from the Company's own estimates. Investors should not base their investment decision on this information.

This document contains certain forward-looking statements. These statements are not guarantees of the Company's future performance. These forward-looking statements relate to the Company's future prospects, developments and marketing strategy and are based on analyses of earnings forecasts and estimates of amounts not yet determinable. Forward-looking statements are subject to a variety of risks and uncertainties as they relate to future events and are dependent on circumstances that may or may not materialize in the future. Forward-looking statements cannot, under any circumstance, be construed as a guarantee of the Company's future performance and the Company's actual financial

position, results and cash flow, as well as the trends in the sector in which the Company operates, may differ materially from those proposed or reflected in the forward-looking statements contained in this document. Even if the Company's financial position, results, cash-flows and developments in the sector in which the Company operates were to conform to the forward-looking statements contained in this document, such results or developments cannot be construed as a reliable indication of the Company's future results or developments.

This document does not constitute, and is not a part of, an offer or a solicitation to purchase of subscribe for the Company's securities in any jurisdiction whatsoever. This document, or any part thereof, shall not form the basis of, or be relied on in connection with, any contract, commitment or investment decision.

This document does not constitute an offer or the solicitation of an offer to purchase securities in the United States of America (the "**United States**"). Securities may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended (the "**US Securities Act**"), or an exemption from registration thereunder. The Company's shares have not been and will not be registered under the US Securities Act. Neither the Company nor any other person intends to conduct a public offer of the Company's securities in the United States.

The distribution of this document may be restricted by law and persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.

TERMS OF THE IPO

Listing	 Name of the shares : BOOSTHEAT Market : Euronext Paris Code ISIN code : FR0011814938 Ticker symbol : BOOST ICB Classification : 0583- Renewable Energy Equipment Eligibility for French tax-advantaged equity savings plans for small and mid-caps and innovative companies (PEA-PME and Bpifrance "Entreprise <i>innovante</i>"). 				
Price range	 €14 - €17 per share (midpoint of the price range at €15.50) 				
Structure of the offering	 Public offering in France in the form of an Open Price Offer ("Open Price Offer" or "OPO") Global placement with institutional investors in France and other countries (excluding the United States, Japan, Australia, Canada) 				
Number of shares issued	 2,500,000 new shares (100% primary), or around €38.75m, including €20.6m by offsetting debt (nominal, accrued interest and 20% redemption premium); which may be increased to a maximum of 2,875,000 shares if the extension clause is fully exercised (or around €44.6m); and a maximum of 3,306,250 shares if the extension clause and the over-allotment option are fully exercised, or a total of around €51.2m. 				



TERMS OF THE IPO

Use of proceeds ⁽¹⁾	 around 60% of the funds will be allocated to commercial development (sales teams, digital marketing efforts, technical and training centre, subsidiaries and targeting new markets, and covering the funding requirement relating to inventories and the sales cycle); around 30% of the funds will be allocated to further research and development work for developments in thermal compressor technology and enhance the product range; around 10% to increase production capacity to 50,000 boilers per year, by investing in new robots and setting up new production lines with the recruitment of additional staff, on the same existing industrial tool.
Subscription commitments	 Subscription commitment through the set-off of receivables, by all holders of the February 2019 Bonds, ie.Luc Jacquet and ,Jean-Marc Joffroy, , respectively CEO and COO of the Company holders of the Bonds with Warrants and of the September 2019 Bonds (including HOLDIGAZ for €18.2m) for a total amount of subscription commitments, based on the mid-point of the indicative Offering Price range, €20.6m⁽²⁾ representing 53% of the initial Offering amount (excluding the extension clause and over-allotment option).
Lock-up commitment	 180 calendar days for Company 360 calendar days for 95% of shareholders
	(1) Base deal, on midpoint of the price range



Including nominal, accrued interest and 20% redemption premium

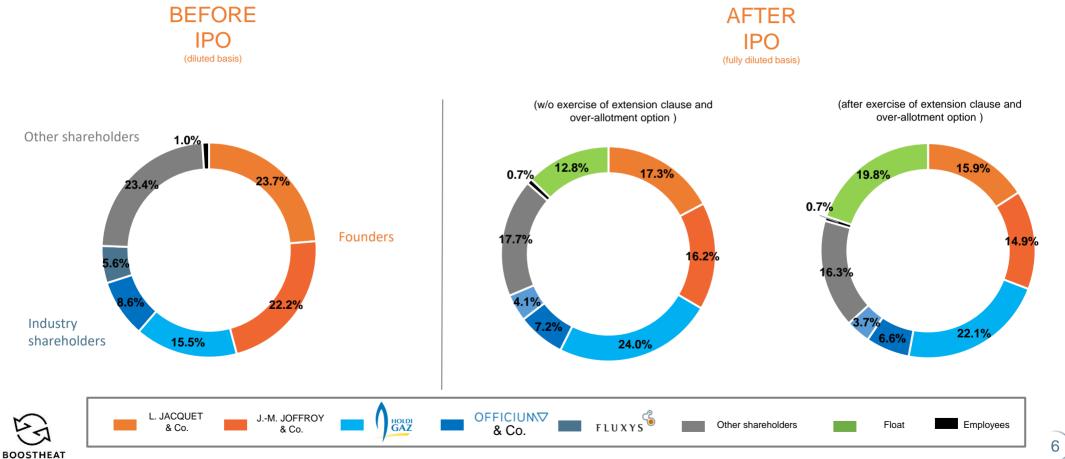
(2)

INDICATIVE TIMETABLE

24 september 2019	AMF approval of the Prospectus.					
25 september 2019	Publication of the press release announcing the Offering and the release of the Prospectus Publication by Euronext of the notice of opening of the FPO Opening of the FPO and the International Offering					
7 october 2019	Closing of the FPO at 5:00 pm (Paris time) for physical subscriptions and at 8:00 pm (Paris time) for online subscriptions					
8 october 2019	Closing of the International Offering at 2:00 pm (Paris time) Determination of the Offering Price Publication of the press release stating the Offering Price and the result of the Offering Initial listing of the Company's shares on Euronext Paris Start of the stabilisation period (if applicable)					
9 october 2019	Start of trading in the Existing Shares and the New Shares on Euronext Paris (on a trading					
10 october 2019	Settlement of the OPO and Global Placement					
11 october 2019	Start of trading in the Company's shares on Euronext Paris on a trading line entitled "BOOSTHEAT"					
8 november 2019	Deadline for exercise of the overallotment option End of any stabilisation period					

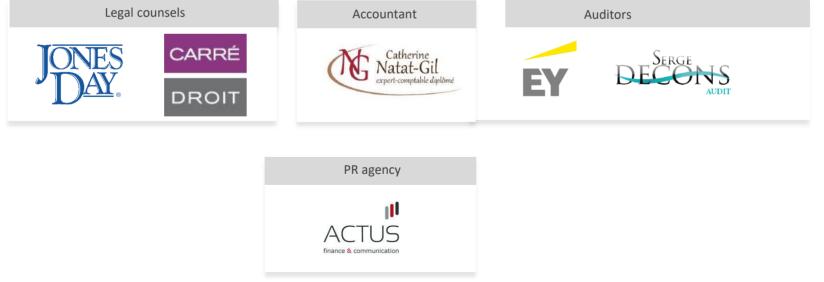


SHAREHOLDER CAPITAL



PARTNERS







YOUR CONTACTS

Luc JACQUET CEO and co-founder

30 years' experience as a founder and director of growth companies and marketing consultant for major industrial groups. Co-founder of Dialog Systems (1989) sold to ASCOM in 1999.



Yves CHABANON Chief Financial Officer

30 years' experience in international operations and operational finance positions (Bouygues, Dell). Graduate of École Centrale de Paris.





-45%

Greenhouse gas emissions must be reduced by 45% by 2030 compared with their 2010 level to limit global warming to 1.5°C.

¹Intergovernmental Panel on Climate Change (IPCC), October 8, 2018



HEATING SYSTEMS: A MAJOR DRIVER OF ENERGY TRANSITION

Home heating accounts for $\approx 25\%$

of worldwide energy consumption²



of European boilers are older than 25 years¹



2016 European Commission Report (An EU Strategy on Heating and Cooling) 2Data from International Energy Agency - https://iea.org/renewables2018/heat

10

GAS, A NATURAL VECTOR **OF ENERGY TRANSITION**

BOOSTHEAT takes the gas sector into a **new energy era...**

ECONOMICAL²

Cheaper than electricity throughout Europe

ECO-FRIENDLY¹

approx. 30% of biogas by 2030

÷ 4.9 in Germany ÷ 2.6 in France ÷ 2.1 in Switzerland



¹GRT Gaz ²ec.europa.eu statistics ³In order to cover the French electricity demand caused by a energy transition to solely electricity for the global heating demand (Company estimates).

NOT FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN.

AVAILABLE³

Current electricity production is not sufficient for energy transition

13+ new required

nuclear power plants

11

or



10x new required wind farms

THERMAL COMPRESSION, A TECHNOLOGICAL BREAKTHROUGH FOR A NEXT-GEN HEATING SOLUTION



BOOSTHEAT LAUNCHES THE NEW GENERATION GAS BOILER THAT CUTS BY UP TO HALF ENERGY CONSUMPTION¹



BOOSTHEAT



INDOOR UNIT

A **condensing boiler** fitted with a hot-water tank and a separate burner

THE THERMODYNAMIC MODULE

BOOSTHEAT thermal compressor activates a CO₂ thermal heat pump cycle (BOOSTHEAT innovation)

13

OUTDOOR UNIT

Draws **cost-free** energy from the surrounding air environment

¹Company estimate based on external laboratory test reports (CETIAT and Gas.be): 188% in aerothermal application (A7) | 229% in geothermal application (W10)

BOOSTHEAT AT A GLANCE



EFFICIENCY GAINS THROUGH THERMAL COMPRESSION 188% in aerothermal application (A7) | 229% in geothermal application (W10)



7 FAMILIES OF PATENTS AND CE MARKING SINCE 2018 Regenerative thermal compression | Multi-level architecture | Micro-cogeneration

PLANT CAPACITY EXPANSION Up to 20,000 units/year¹

PRODUCT LAUNCH IN 2019

20 pilot systems installed to date 131 BOOSTHEAT.20 ordered² (2 boilers installed and billed)

NETWORK OF SALES AGENTS & INSTALLERS Currently being set up | Focus markets FR, CH, DE

COLLECTED FUNDS SINCE ITS INCORPORATION³ Equity funding: €17.9m - Grants, agreements and partnerships: €11.2m -Repayable loans: €15.4 m

¹Subject to staff recruitment, without additional investment - ²At Prospectus Date - ³Statement of financial position at June 30, 2019: shareholders' equity: \in (2.3)m - financial debt: \in 12.2m (of which \in 6.7m of bonds that will become redeemable early in the event of an IPO, bondholders having committed to subscribe to the capital increase through the set-off of receivables).

Boiler/Heat pump European yearly market size¹:

6.5m

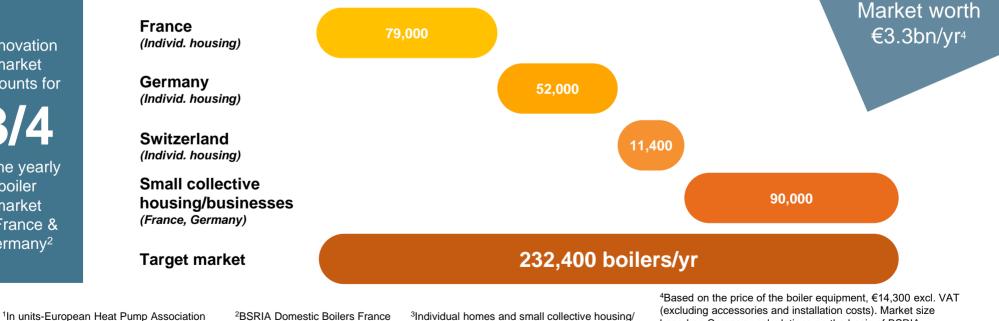
Renovation market accounts for 3/4

of the yearly boiler market in France & Germany²

1 Attractive market | 2 Value proposition | 3 Ready to scale | 4 Market access secured | 5 Product strategy

SALES FOCUS ON RENOVATION

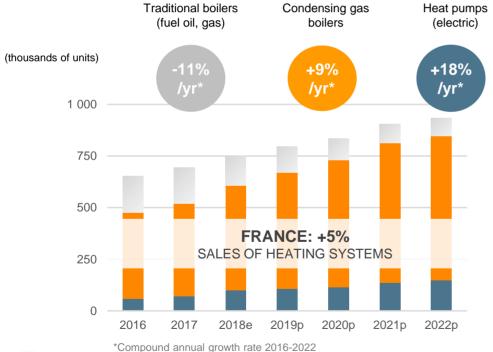


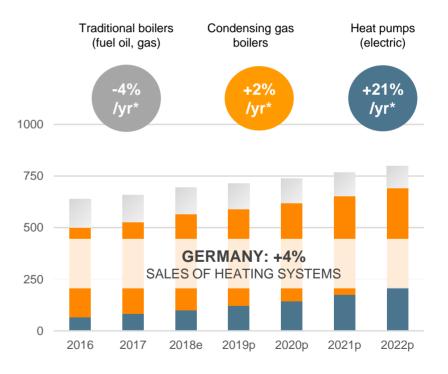


BOOSTHEAT

(heat pump) & BRG Building Solutions (boiler) & Deutschland 2018 Studies ³Individual homes and small collective housing/ small businesses addressed by BOOSTHEAT.20 based on Company calculations on the basis of BSRIA Domestic Boilers France & Deutschland 2018 Studies.

A GROWING MARKET DRIVEN BY THE MOST EFFICIENT SOLUTIONS







Sources: BSRIA Domestic Boilers France 2018 survey; EHPA (European Heat Pump Association) data

BOOSTHEAT.20: THE ECO²-EFFICIENT SOLUTION

ECO-FRIENDLY

CLEAN REFRIGERANT FLUID

CO₂ is 2,000 times less polluting than standard gas (R410A)

ENERGY CLASS A++

Best ranking to date

DURABLE

10-year warranty¹ 50,000h with no specific maintenance²

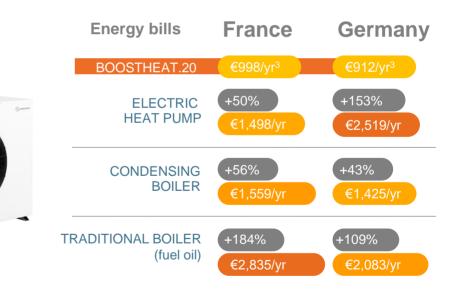
¹Extended commercial warranty associated with a BOOSTHEAT warranty and service agreement will be proposed to clients. ²Beyond the periodic mandatory maintenance operations

³Annual energy bill for heating a 145 m² detached house

Energy prices: gas and electricity - ec.Europa.eu (H1 2018); fuel oil - ec.Europa.eu (March 2019)







BOOSTHEAT.20. THE NEW BENCHMARK SOLUTION IN HEATING SYSTEMS

Up to 150% seasonal efficiency

to combined architecture

20 kW power all year round thanks

The only CO₂ boiler on the market

MORE COMFORTABLE

A large water heating capacity to

100% financed by energy savings

LOWER COST OF OWNERSHIP

On 15 year basis compared to other available solutions

supply up to 3 bathrooms

MORE AFFORDABLE

Quiet for indoor and outdoor comfort

30,000 kWh/yr Manufacturer VIESSMANN DAIKIN ATLANTIC BOOSTHEAT Condensina Air/water heat Hybrid heat **Gas-powered** Technology boiler pump pump heat pump Energy class А A+ A+ A++ **Refrigerant fluid** NR R410A R410A R744 (CO₂) Outdoor sound power level NR 66 dB 48 dB 66 dB Overall estimated budget¹ €35.421 €36.426 €44.715 €30,330 (including incentives)

BNP PARIBAS

YEARLY SAVINGS > YEARLY COSTS

18

¹Budget over 15 years: purchase + incentives + consumption + periodic and compulsory maintenance operations Budget over 15 years: BOOSTHEAT material purchase + consumption + periodic and compulsory maintenance operations (excluding incentives): €36,907 Company estimate

COMPREHENSIVE MANUFACTURING SITE ALREADY IN PLACE

Nov. 2018: 1st series production of BOOSTHEAT.20

Plant measuring 7,000 m² €5m capital expenditure

Manufacturing capacity: up to 20,000boilers/yr¹ without additional investment

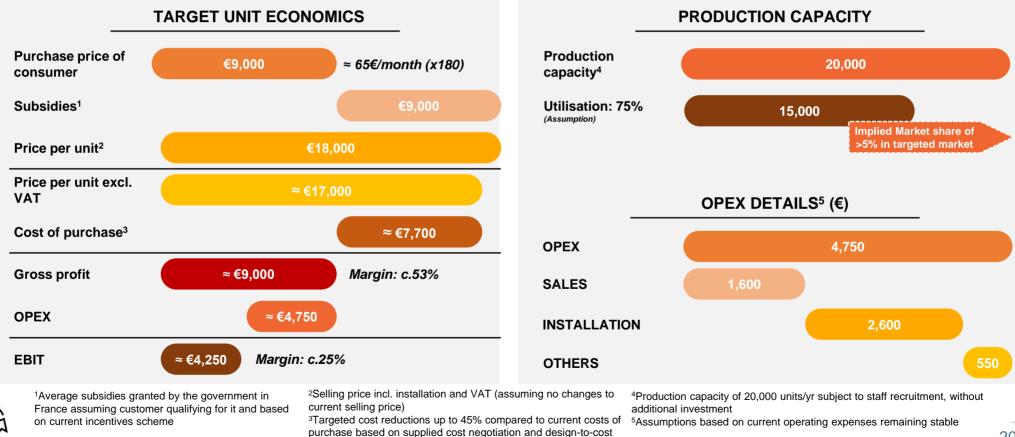
Certification: Certigaz – DESP – CE – RGE ¹ Subject to staff recruitment

NOT FOR PUBLICATION OF DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE ONITED STATES, CANADA, AUSTRALIA OR JAPAN.

96 employees² at BOOSTHEAT of which 32 in Manufacturing 29 in R&D

Vénissieux plant: former Bosch industrial complex now at the core of **USIN Lyon Parilly**, an industry 4.0 site

HIGHLY ATTRACTIVE UNIT ECONOMICS FOR BOOSTHEAT.20 IN MID TO LONG TERM ASSUMING UTILISATION OF 75% OF PRODUCTION CAPACITY



BOOSTHEAT

NOT FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN.

20

EUROPEAN DEPLOYMENT PLAN ALREADY UNDERWAY





¹Major part of which might be installed during the first months of 2020 ²4,500 installations of BOOSTHEAT.20 is estimated to mark its breakeven threshold (recurring operating income).

FRENCH MARKET: A NETWORK CURRENTLY BEING SET UP



Philippe DUJARDIN BOOSTHEAT France CEO



11 SALES AGENTS

INSTALLER PARTNERS

Start of training: June 2019

Start of installation: Late September 2019

Installer partners: ISERBA GROUP UNERGIES Sweetair Gaz de Bordeaux Rhin Climatisation Logista Hometech PROSPECTUS DATE

55 B2C orders 26 B2B orders

SWISS MARKET: STRUCTURING PARTNERSHIP FORMED WITH HOLDIGAZ

BOOSTHEAT 1 sales partner: NOVOGAZ, a HOLDIGAZ Group company

Luisa Helms BOOSTHEAT Vice-Chairwoman



A LEADING PLAYER IN SWITZERLAND

GAZ

VEVEY

A PRIVILEGED RELATIONSHIP

Luisa Helms Holdigaz Director & Novogaz Non-executive Director Vice-Chairwoman of the Board of Directors

Major financial contribution: €2m (2017) €5m (2018) €15m (2019) BOOSTHEAT.20 ORDERS: **50** in 2019 Pre-orders: **250** en 2020

HOLDI

500 en 2021 750 en 2022

GERMAN MARKET: PARTNERS ON BOARD FOR PRODUCT LAUNCH IN SEPTEMBER 2019



1 sales subsidiary: BOOSTHEAT Deutschland

BOOSTHEAT 4 employees

Norbert Dischinger BOOSTHEAT Deutschland CEO



BOOSTHEAT.50: A NATURAL OFFER EXTENSION

B2B EXPECTATIONS

PERFORMANCE

Internal rate of return (IRR) under 5 years

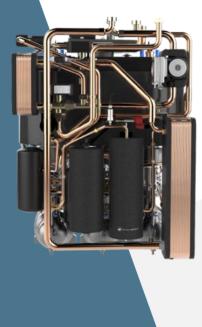
RELIABILITY

Product lifespan > 20 years Dedicated maintenance

CONNECTED Control and adjustment to

industrial standards (BMS/CMS)

RANGEABILITY Solution up to 250kW





PRODUCT ROADMAP



Data collection for consumption control & predictive maintenance

SOLAR ENERGY 2020 COMBINATION

Combination with solar thermal energy as an additional power source (incl. in Europe-wide H2020 "SUN HORIZON" project)

GEOTHERMAL ENERGY COMBINATION

REVERSIBLE BOOSTHEAT

Heating & Air-Conditioning

BOOSTHEAT.50 2022

Product launch for medium-power collective buildings



Design2cost: continuous improvement in the gross margin

ECHNOLOGICAL DEVELOPMENT

PRODUCT DEVELOPMENT

MICRO-COGENERATION

Heat production + electricity - +





production solution to meet housing energy demand (self-consumption)





solution

- +

ALTERNATIVES TO GAS

Diversification of energy sources (hydrogene...) powering the thermodynamic compressor cycle through combustion

BOOSTHEAT

GROWTH STRATEGY - USE OF PROCEEDS



¹With limited additional investments compared to initial investments, at the existing production sit

5 REASONS TO INVEST IN A SOCIALLY RESPONSIBLE BUSINESS

BOOSTHEAT.20 addresses a €3.3bn/yr market, or 232,400 boilers/yr, awaiting an efficient and sustainable solution

A more economical and eco-friendly product based on a major technological breakthrough in the heating industry

An operational industrial tool and an organizational structure geared to future growth

A P

5

3

Partner ecosystem: industrial and sales partners to step up our European **deployment**



An innovative value proposition making energy transition financially affordable for the consumer

ESG AT THE HEART OF BOOSTHEAT'S OPERATIONS





Source: BOOSTHEAT extra-financial scoring – It breakdowns as follows: Governance 55/100 - Social 70/100 - Environmental 41/100 - External stakeholders 64/100 MATURITY ESG REPORT - EthiFinance June 2019 - Survey Gaïa rating. NOT FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN.



ENERGY UNITES PEDPLE

#Act4Climate #FeelTheChange

THANK YOU

INITIAL PUBLIC OFFERING ON EURONEXT PAR

APPENDIX



ENERGY OPTIMIZATION, THE ENVIRONMENTAL TRANSITION ACCELERATOR

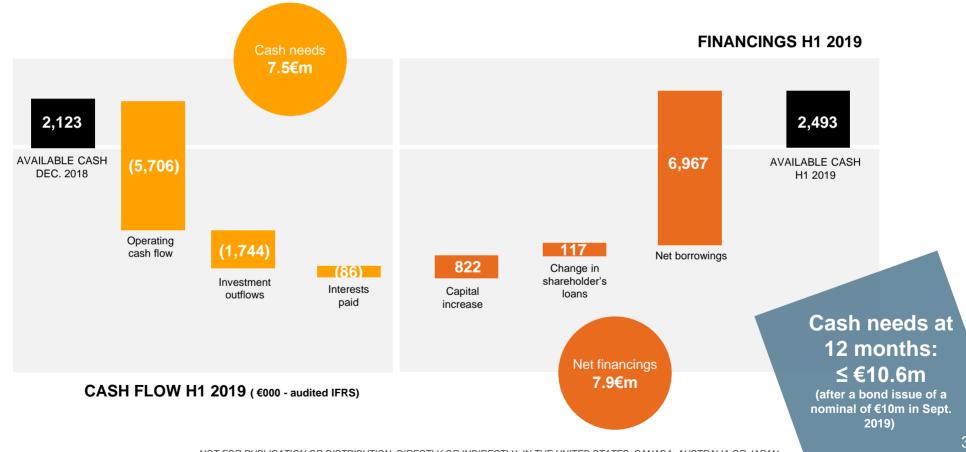
SUMMARY INCOME STATEMENT

€000 - audited IFRS	2017	2018	H1 2018	H1 2019	
Revenue	-	-	-	25	
Cost of goods sold	(259)	(1,598)	(659)	(902)	
External expenses	(983)	(2,646)	(1,003)	(1,351)	
Staff costs	(2,083)	(3,963)	(1,640)	(2,375)	Increase from 76 to 96 employees following staff hiring at end 201
Taxes and duties	(169)	(207)	(127)	(124)	
Net amortizations and provisions	(429)	(761)	(239)	(1,069)	Pursuit of amortization of BOOSTHEAT.20 (started October 2018)
Other income and expenses	1,887	1,108	799	504	• o/w private subsidies – Robert Bosch France subsidies related to
Current Operating Income	(2,036)	(8,067)	(2,869)	(5,292)	Vénissieux site agreement
Other non-recurring income and expenses	(100)	(515)	-	-	
Operating Income	(2,136)	(8,582)	(2,869)	(5,292)	
Net financial income/(expense)	(248)	(456)	(417)	(378)	
Net income/(loss)	(2,384)	(9,038)	(3,286)	(5,670)	

(*)The Group has adopted a modified retrospective application of IFRS 16 as of January 1, 2019. The items impacted by IFRS 16 (external expenses, depreciation and financial expense) are therefore not comparable with the data as at June 30, 2018.



CASH NEEDS



NOT FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN.

BOOSTHEAT

33_

SUMMARY BALANCE SHEET

€000 - audited IFRS	June. 30, 2019	June. 30, 2019
Non-current assets	15,921	- 2,349 Shareholders' equity
o/w intangible assets	6,588	116 Provisions
o/w tangible assets	9,136	24,613 Liabilities
Current assets	6,459	2,230 • o/w bank borrowings
o/w inventory	1,661	3,277 • o/w repayable advances
o/w accounts receivable	-	6,692 • o/w bond loan at amortized cost
 o/w other credits (including tax) 	2,144	
 o/w cash and cash equivalents 	2,561	6,783 • o/w lease liability(*)
o/w prepaid expenses	93	1,586 • o/w accounts payables
Total assets	22,380	22,380 Total equity and liabilities
(*) The Group has adopted an amended retrosponder of the second sec	3	POST-BALANCE
FROM INCORPORAT €44.5m	ION :	TAX LOSS CARRYFORWARDS:
Equity funding: €17.9 Grants, agreements and par €11.2m Repayable loans: €15	tnerships:	€16.5m as of Dec. 31, 2018 E16.5m as of Dec. 31, 2018 HOLDIGAZ ENTION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN.

34



HIGHLY COMMITTED BOARD OF DIRECTORS



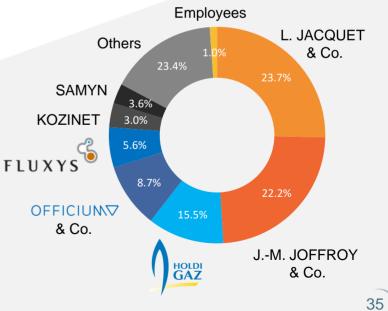
Luc REGINSTER OFFICIUM Chairman



Luisa HELMS HOLDIGAZ Vice-Chairwoman

CURRENT SHAREHOLDER STRUCTURE

(diluted basis)





Luc JACQUET BOOSTHEAT CEO







Jean-Marc JOFFROY BOOSTHEAT CIO



Claudia ZIMMER KOZINET Non-Executive Director

Independent director

NOT FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN.

Raphaël DE WINTER FLUXYS Non-Executive Director



Sébastien FUKI ING Non-Executive Director



R Myriam MAESTRONI ÉCONOMIE D'ÉNERGIE Non-Executive Director





INITIAL PUBLIC OFFERING ON EURONEXT PARIS

ENERGY OPTIMIZATION

THE ENVIRONMENTAL TRANSITION ACCELERATOR

