

Pre-IPO unit issue

- Unique sustainable company on an exploding market
- 30% discount offering price
- Attractive option included free of charge
- Subscription period January 25 – February 17



Dear Investor

A year has passed since I accepted the role of CEO at Eternali. At that time, I joined a newly started commodity company with high sustainability and ESG ambitions. My primary mission was to establish a strategy and plan for Eternali's success and quickly execute on this plan for growth.

Eternali has a very clear strategy. To source fast-growing eucalyptus from Brazil and serve the global market for wood fibre. To this, we have determined our core values and mission and the board and management have pointed out a clear direction ahead. I look forward to execute on this strategy and to create value in the green transition, for investors, our employees and for the world.

I feel proud of an eventful 2022 and look forward with excitement to 2023. I am satisfied that the agreement to acquire our first asset Coopmar, where not only the terms of acquisition are favourable, above all offers a turnkey solution for the logistics chain from day one, which means that we can effectively reach out to our market. And together with our customers contribute to the transition for real.



Highlights of 2022:

- The year began by signing a letter of intent with two of Portugal's largest paper manufacturers. A letter of intent relating to the delivery of 2.5 million cubic meters of eucalyptus raw material. The conversations and meetings with these prospective customers have been ongoing since then.
- An ambitious strategy requires a good team. In addition to the Chief Operations Officer on site in Brazil, a Chief Financial Officer and a Chief Sustainability Officer were recruited to Group Management. In addition, the operations in Brazil expanded their organisation with forest engineers, project managers and more. Completely in line with our growth strategy.
- In October, we reached an important milestone. We applied and were accepted as participants in the UN Global Compact. This means that we commit to the Ten Principles for human rights and labor rights, protection of the environment and anti-corruption. A given milestone on an endless journey for a sustainable Eternali.
- At the beginning of December, it was announced that we entered into an agreement for the acquisition of five plantations in the state of Pará, Almeirim.
- During this winter we have finished all the road and bridge maintenance work required for the transport of eucalyptus from the plantation to the port. This means that we can already start delivering eucalyptus to the world market and our prospective customers by spring 2023.

We have secured both raw material supply and customer. Through the upcoming unit issue, we tie the knot by securing the capital to kick off a successful journey; start of deliveries, more acquisitions and an IPO later in 2023. I invite you to come along on our journey.

Andreas Forssell
CEO, Eternali, January 2023

Summary

You are hereby invited to subscribe for units in Skogsaktiebolaget Eternali (publ).

The Board of Directors resolved on January 24, 2023, with authorization from the AGM on May 31, 2022, to issue maximum 429,000 new shares and 429,000 warrants of series TO1.

This offer is in form of "units" and each unit consists of one share and one warrant, TO1. The subscription price is SEK 14 per unit.

Each warrant, TO1, entitles the holder to subscribe for one new share in Eternali to the price of SEK 20 per share during the period of April 3 – December 29, 2023.

The proceeds from the share issue, if fully subscribed, will provide the Company with approximately SEK 6.0 million before transaction costs. Assuming full exercise of warrants, the Company may be added additionally SEK 8.6 million. The Board may decide to increase the number of units by maximum 335,000, should the offer be oversubscribed.

Representatives from the board of directors, management and major shareholders have in advance indicated interest to participate in the share issue to a total amount SEK 1.5 million, corresponding to 25% of the shares offered.

If all shares are subscribed in accordance with this offering, a shareholder that decides not to subscribe in this share issue will be diluted by 3.51%. Assuming full exercise of the warrants, the dilution will be 6.78%.

Background and Motive

The world is screaming for wood fibre and the demand will increase. Population will add to it. Oil is dead. Brazil is offering excellent conditions for fast-growing eucalyptus.

Since 2020, Eternali, has been active. Mapping of assets. Establishing new offices and creating relations with potential customers. Eternali has signed a letter of intent covering delivery and sale of 2.5 million cbm eucalyptus over 4 years, corresponding to a sales value of SEK 2 billion.

In December 2022, the first acquisition was done. Five plantations were bought and 1 million cbm secured. Payment terms are favourable, allowing the major part being paid from the operations. The plantations are part of an existing cooperation having a long history of harvesting, forest operations and logistics. Eternali is now ready to start operations.

So far, approximately SEK 25 million has been raised in share issues with subscription prices in the range of SEK 12–20. The current issue of units is priced at a share subscription price of SEK 14 per unit, and each unit consists of one share and one warrant, T01. The warrant entitles the holder to subscribe for one new share in Eternali to the price of SEK 20 per share during the period of April 3 – December 29, 2023.

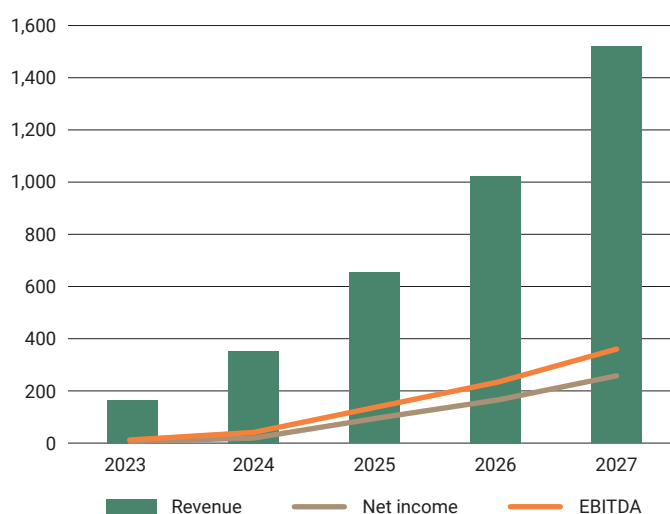
With the acquisition done and the great customer interest, the Company is ready to start operations. The current share issue, if fully subscribed, will provide the company with funds

to cover the capex for 2023 in relation to the newly acquired plantations. The Company has an ambition to raise debt in parallel to support the opex spending for the first shipments.

The Board of Directors hopes that as many of existing shareholders as possible will be joining in this offer.

Stockholm in January 2023,
Board of Directors

Projected financials (MSEK)



The offer

Unit issue	One unit consists of one share and one warrant, T01.
Subscription price	SEK 14 per unit
Subscription period units	January 25 – February 17, 2023
Minimum subscription	2,000 units, corresponding to SEK 28,000
Number of units offered	429,000 units. If oversubscribed, the Board may increase the number of units by maximum 335,000
Valuation pre-money	SEK 165 million
Subscription undertakings	BoD, Management and major shareholders have indicated interest to a total amount SEK 1.5 million
ISIN (share)	SE0017859341
ISIN (warrant)	SE0019762451
Subscription of units	Subscription done via 1. separate subscription form or 2. with BankID through the Issuing Agent Payment note issued after subscription Forms can be found at eternali.se and eminova.se
Issuing Agent	Eminova Fondkommission AB www.eminova.se Tel: +46 8 684 211 00
Exercise of warrants to shares	Each warrant entitles the holder to subscribe for one share at SEK 20/share during the period of April 3 – December 29, 2023.
Terms and conditions T01	Available on eternali.se

Reasons to invest

- **Pre-IPO.** The Company is planning to list its shares in 2023. This is likely the last share issue as a non-listed Company.
- **30% discount.** Latest share issue price was SEK 20. This share issue is discounted by 30 % to create a very attractive offering for existing and new shareholders.
- **Limited amount to be raised.** First come, first serve.
- **Free bonus option comes with each share.** Priced at SEK 20, valid throughout 2023.



