

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 26, 2022**

**FREEDOM ACQUISITION I CORP.**

(Exact Name of Registrant as Specified in its Charter)

**Cayman Islands**

(State or other jurisdiction  
of incorporation)

**001-40117**

(Commission File Number)

**N/A**

(I.R.S. Employer  
Identification No.)

**14 Wall Street, 20th Floor  
New York, NY**

(Address of Principal Executive Offices)

**10005**

(Zip Code)

Registrant's telephone number, including area code: **(212) 618-1798**

**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 (see General Instruction A.2. below):

- 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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Class A ordinary shares, par value \$0.0001 per share	FACT	The New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50	FACT WS	The New York Stock Exchange
Units, each consisting of one Class A ordinary share and one-fourth of one redeemable warrant	FACT.U	The New York Stock Exchange

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 1.01 Entry into a Material Definitive Agreement.

### Amendment to the Business Combination Agreement

On December 26, 2022, Freedom Acquisition I Corp., a Cayman Islands exempted company ("Freedom"), Complete Solaria, Inc. (f/k/a Complete Solar Holding Corporation), a Delaware corporation ("Complete Solaria"), Jupiter Merger Sub I Corp., a Delaware corporation and a wholly owned subsidiary of Freedom ("First Merger Sub") and Jupiter Merger Sub II LLC, a Delaware limited liability company and a wholly owned subsidiary of Freedom ("Second Merger Sub"), entered into a letter agreement (the "Amendment") amending the Business Combination Agreement, dated as of October 3, 2022, by and among Freedom, Complete Solaria, First Merger and Second Merger Sub (the "Business Combination Agreement"). Subject to the terms and conditions set forth in the Business Combination Agreement, Freedom and Complete Solaria will consummate a business combination (the "Business Combination").

The Amendment deletes the following provisions in the Business Combination Agreement:

- The condition to the obligation of Complete Solaria to consummate the Business Combination that there be, as of the closing of the Business Combination (the "Closing"), at least \$100,000,000 in Available Acquiror Cash (as such term is defined in the Business Combination Agreement);
- The obligation of each of Freedom and Complete Solaria to use reasonable best efforts to cause the Available Acquiror Cash to equal or exceed \$100,000,000 as of immediately prior to the Closing;
- The right of Complete Solaria to terminate the Business Combination Agreement if:
  - Complete Solaria has not consummated the issuances of convertible note investments in Complete Solaria for an aggregate purchase price of at least \$10,000,000 on or before January 16, 2023; or
  - at a meeting of shareholders of Freedom to extend the deadline by which Freedom is required to consummate the Business Combination under its organizational documents, a number of shareholders of Freedom elect to redeem their Freedom ordinary shares such that the amount remaining in Freedom's trust account after processing such redemptions, when taken together with the amounts included in prongs (ii), (iii), (iv) and (v) of the definition of Available Acquiror Cash (as described above) is less than \$100 million;
- The obligation of Freedom and Complete Solaria to make termination payments in certain circumstances.

Except as modified by the Amendment, the terms of the Business Combination Agreement in the form filed by Freedom as Exhibit 2.1 to the Current Report on Form 8-K filed by Freedom with the U.S. Securities and Exchange Commission (the "SEC") on October 4, 2022 are unchanged.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 2.1 and is incorporated by reference herein.

## **Item 7.01 Regulation FD Disclosure.**

On December 28, 2022, Freedom and Complete Solaria issued a joint press release announcing certain updates in connection with the Business Combination, including the securing of additional financing commitments and the parties' entry into the Amendment.

A copy of the press release is furnished herewith as Exhibit 99.1. The information in this Item 7.01, including Exhibit 99.1, is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of Freedom under the Securities Act or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information contained in this Item 7.01, including Exhibit 99.1.

## **Important Information and Where to Find It**

In connection with the proposed transaction, Freedom intends to file a registration statement on Form S-4 (as it may be amended, the "Registration Statement") with the SEC, which will include a proxy statement for the solicitation of Freedom shareholder approval and a prospectus for the offer and sale of Freedom securities in the proposed transaction with Complete Solaria, referred to as a proxy statement/prospectus, and other relevant documents to be used at its extraordinary general meeting of shareholders to approve the proposed transaction. Such documents are not currently available. The proxy statement/prospectus will be mailed to shareholders of Freedom as of a record date to be established for voting on the proposed business combination between Freedom and Complete Solaria. INVESTORS AND SECURITY HOLDERS OF FREEDOM AND COMPLETE SOLARIA ARE URGED TO READ THE REGISTRATION STATEMENT, PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED OR THAT WILL BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION CAREFULLY AND IN THEIR ENTIRETY AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of the Registration Statement, proxy statement/prospectus and other documents containing important information about Freedom and Complete Solaria once such documents are filed with the SEC, through the website maintained by the SEC at <http://www.sec.gov> or upon written request to Freedom Acquisition I Corp., 14 Wall Street, 20th Floor, New York, NY 10005.

## **Participants in Solicitation**

Freedom, Complete Solaria and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Freedom's shareholders in connection with the proposed transaction between Freedom and Complete Solaria. A list of the names of such directors and executive officers and information regarding their interests in the proposed transaction will be contained in the proxy statement/prospectus pertaining to the proposed transaction when available as described in the preceding paragraph.

## **No Offer or Solicitation**

This Current Report on Form 8-K is for informational purposes only and is not intended to and shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed transaction and is not intended to and shall not constitute an offer to sell or the solicitation of an offer to buy or subscribe for any securities or a solicitation of any vote of approval, nor shall there be any sale, issuance or transfer of securities 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.

## **Forward Looking Statements**

This Current Report on Form 8-K may contain certain forward-looking statements within the meaning of the federal securities laws with respect to the referenced and proposed transaction. These forward-looking statements generally are identified by the words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would,” and similar expressions, but the absence of these words does not mean that a statement is not a forward-looking statement. Forward-looking statements are forecasts, predictions, projections and other statements about future events that are based on current expectations, hopes, beliefs, intentions, strategies 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 Current Report on Form 8-K, including but not limited to: (i) the risk that the proposed business combination may not be completed in a timely manner or at all; (ii) the risk that the proposed business combination may not be completed by Freedom’s business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by Freedom; (iii) the failure to satisfy the conditions to the consummation of the proposed business combination; (iv) the effect of the announcement or pendency of the proposed business combination on Complete Solaria’s business relationships, operating results, and business generally; (v) risks that the proposed business combination disrupts current plans and operations of the companies or diverts managements’ attention from Complete Solaria’s ongoing business operations and potential difficulties in employee retention as a result of the announcement and consummation of the proposed business combination; (vi) the outcome of any legal proceedings that may be instituted in connection with the proposed business combination; (vii) the ability to maintain the listing of Freedom’s securities on a national securities exchange; (viii) the price of Freedom’s securities may be volatile due to a variety of factors, including changes in the applicable competitive or regulatory landscapes, variations in operating performance across competitors, changes in laws and regulations affecting Freedom’s or Complete Solaria’s business, and changes in the combined capital structure; (ix) the ability to implement business plans, forecasts, and other expectations after the completion of the proposed business combination, and identify and realize additional opportunities; (x) the ability to recognize the anticipated benefits of the previously consummated Complete Solaria merger and the proposed business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its management and key employees; (xi) the evolution of the markets in which Complete Solaria will compete; (xii) the costs related to the previously consummated Complete Solaria merger and the proposed business combination; (xiii) any impact of the COVID-19 pandemic on Complete Solaria’s business; and (xiv) Freedom and Complete Solaria’s expectations regarding market opportunities.

The foregoing list of factors is not exhaustive. Readers should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of documents filed by Freedom from time to time with the SEC, including the Registration Statement, when available. Such 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 Freedom and Complete Solaria 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 Freedom nor Complete Solaria gives any assurance that any of them will achieve its expectations.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
2.1	<a href="#">First Amendment to Business Combination Agreement, dated as of December 26, 2022, by and among Freedom Acquisition I Corp., Complete Solaria, Inc., Jupiter Merger Sub I Corp. and Jupiter Merger Sub II LLC.</a>
99.1	<a href="#">Press Release, dated December 28, 2022.</a>
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.

**FREEDOM ACQUISITION I CORP.**

Date: December 28, 2022

By: /s/ Adam Gishen

Name: Adam Gishen

Title: Chief Executive Officer

**FIRST AMENDMENT TO  
BUSINESS COMBINATION AGREEMENT**

This **FIRST AMENDMENT TO BUSINESS COMBINATION AGREEMENT** (this "Amendment") is made and entered into as of December 26, 2022, by and among Freedom Acquisition I Corp., a Cayman Islands exempted company limited by shares (which shall migrate to and domesticate as a Delaware corporation prior to the Closing (as defined in the Business Combination Agreement)) ("Acquiror"), Jupiter Merger Sub I Corp., a Delaware corporation and a wholly owned subsidiary of Acquiror ("First Merger Sub"), Jupiter Merger Sub II LLC, a Delaware limited liability company and a wholly owned subsidiary of Acquiror ("Second Merger Sub"), Complete Solaria, Inc., a Delaware corporation (formerly known as Complete Solar Holding Corporation, the "Company"). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Business Combination Agreement (as defined below).

**RECITALS**

**A.** Acquiror, First Merger Sub, Second Merger Sub and the Company previously entered into that certain Business Combination Agreement dated October 3, 2022 (the "Business Combination Agreement").

**B.** Section 11.11 of the Business Combination Agreement provides that the Business Combination Agreement may be amended or modified in whole or in part, only by a duly authorized agreement in writing executed by the parties to the Business Combination Agreement.

**C.** The parties to this Amendment desire to amend the Business Combination Agreement as set forth in this Amendment.

**AGREEMENT**

The parties to this Amendment, intending to be legally bound, agree as follows:

1. **Section 1.1.** The definition of "Available Acquiror Cash" in Section 1.1 of the Business Combination Agreement is hereby amended and restated in its entirety as follows:

"Reserved."

2. **Section 8.6.** Section 8.6 of the Business Combination Agreement is hereby amended and restated in its entirety as follows:

"8.6 Reserved."

3. **Section 9.3(e).** Section 9.3(e) of the Business Combination Agreement is hereby amended and restated in its entirety as follows:

"(e) Reserved."

4. **Section 10.1(i).** Section 10.1(i) of the Business Combination Agreement is hereby amended and restated in its entirety as follows:

"(i) Reserved."

5. **Section 10.1(h).** Section 10.1(h) of the Business Combination Agreement is hereby amended and restated in its entirety as follows:

“(h) Reserved.”

6. **Section 10.3.** Section 10.3 of the Business Combination Agreement is hereby amended and restated in its entirety as follows:

“Section 10.3 Reserved.”

7. **No Further Amendment.** Except as expressly provided in this Amendment, all of the terms and conditions of the Business Combination Agreement remain unchanged and continue in full force and effect.

8. **No Waiver.** Except as specifically set forth herein, the execution of this Amendment shall not operate as a waiver of any right, power or remedy of the parties under the Business Combination Agreement nor shall it constitute a waiver of any provision of the Business Combination Agreement.

9. **Effect of Amendment.** This Amendment shall form a part of the Business Combination Agreement for all purposes, and each party to this Amendment and to the Business Combination Agreement shall be bound by this Amendment.

10. **Governing Law.** This Amendment, and all claims or causes of action based upon, arising out of, or related to this Amendment, shall be governed by, and construed in accordance with, the Laws of the State of Delaware, without giving effect to principles or rules of conflict of Laws to the extent such principles or rules would require or permit the application of Laws of another jurisdiction.

11. **Entire Agreement; Counterparts.** This Amendment, the Business Combination Agreement (as amended by this Amendment) and the documents and instruments and other agreements specifically referred to in the Business Combination Agreement or delivered pursuant thereto set forth the entire understanding of the parties hereto and thereto relating to the subject matter hereof and thereof and supersede all prior agreements and understandings among or between any of the parties relating to the subject matter hereof and thereof. This Amendment may be executed in one or more counterparts, all of which shall be considered one and the same instrument and shall become effective when one or more counterparts have been signed by each of the parties hereto and delivered to the other parties hereto; it being understood and agreed that all parties hereto need not sign the same counterpart. The delivery by electronic delivery in PDF format of this Amendment with all executed signature pages (in counterparts or otherwise) shall be sufficient to bind the parties hereto to the terms and conditions set forth herein. All of the counterparts will together constitute one and the same instrument and each counterpart will constitute an original of this Amendment.

*[Signature Pages Follow]*



IN WITNESS WHEREOF, the parties to this Amendment have caused this Amendment to be executed and delivered as of the date first set forth above.

**COMPLETE SOLARIA, INC.**

By: /s/ William Anderson

Name: William Anderson

Title: Chief Executive Officer

*[Signature Page to First Amendment to BCA]*

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IN WITNESS WHEREOF, the parties to this Amendment have caused this Amendment to be executed and delivered as of the date first set forth above.

**FREEDOM ACQUISITION I CORP.**

By: /s/ Adam Gishen

Name: Adam Gishen

Title: Chief Executive Officer

**JUPITER MERGER SUB I CORP.**

By: /s/ Adam Gishen

Name: Adam Gishen

Title: Chief Executive Officer

**JUPITER MERGER SUB II LLC**

By: /s/ Adam Gishen

Name: Adam Gishen

Title: Chief Executive Officer

*[Signature Page to First Amendment to BCA]*

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## **Complete Solaria and Freedom Acquisition I Corp. Achieve Important Milestones Towards Completion of Business Combination**

*Formed Complete Solaria by completing strategic merger between Complete Solar Holding Corporation (“Complete Solar”) and The Solaria Corporation (“Solaria”) in November 2022*

*Secured additional, strategic financing from investors including T.J. Rodgers and other shareholders, exhibiting cross-transaction support and strong shareholder alignment*

*Satisfied minimum cash condition via financing and additional arrangements, providing efficient path to closing expected in Q2 2023; will result in listing of Complete Solaria as a publicly traded company*

**SAN RAMON, CA (December 28, 2022)** – Complete Solaria, Inc. (“Complete Solaria” or the “Company”), a leading solar technology, services, and installation company, and Freedom Acquisition I Corp. (NYSE: FACT), a publicly traded special purpose acquisition company, (“Freedom”) today announced a number of positive financial developments in connection with their proposed business combination (“Business Combination”).

### **Completed merger between Complete Solar and Solaria on November 4, 2022.**

- Complete Solaria combines two highly complementary businesses in a vertically integrated manufacturing and distribution model, delivering end-to-end residential solar solutions, with world-class customer service, aesthetically appealing, high-performance solar panels, as well as project financing, design and software solutions.
- Completion of the merger, and formation of Complete Solaria, which occurred on November 4, 2022, marked the achievement of an important milestone in the path towards consummating the Business Combination.

### **Continued progress in raising capital to fulfill its existing order book through an interim financing round anchored by T.J. Rodgers and certain sponsor shareholders of Freedom.**

- Secured commitment from T.J. Rodgers to purchase an additional \$4 million of convertible notes from Complete Solaria, bringing Mr. Rodgers’ total investment in Complete Solaria across various financial instruments to \$39 million.
  - Complete Solaria secured a debt facility of up to \$10 million from Kline Hill Partners Fund to fund Complete Solaria’s working capital obligations.
  - Freedom signed a non-binding letter of intent with Yorkville Advisors Global, LP to provide up to \$12 million of capital through the issuance of a convertible note, with up to an additional \$70 million common stock facility upon the closing of the Business Combination, subject to entering into definitive agreements.
  - The Company remains committed to raising additional capital to support its continued growth and believes that it will create value for shareholders through disciplined execution of its business plan over time.
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### **Satisfaction of the minimum cash closing condition resulting from recent capital formation developments.**

- Achieved through joint support from Complete Solaria and Freedom, as well as other strategic investors.
- Complete Solaria and Freedom currently expect the Business Combination to close in the second quarter of 2023, subject to the satisfaction or waiver of the conditions stated in the business combination agreement between the parties and other customary closing conditions, including review by the Securities and Exchange Commission (the “SEC”). In light of the new financing commitments secured by the parties in connection with the Business Combination, Complete Solaria and Freedom have entered into an amendment to the business combination agreement to remove the minimum cash closing condition set forth in the business combination agreement and to make other related changes.

### **About Complete Solaria**

Complete Solaria is a solar company with a unique end-to-end customer offering, technology, which is expected to include financing, project fulfilment, and service allowing the it to sell more products across more markets and enable a package of financing options for customers wishing to make the switch to a more energy-efficient existence. Complete Solaria announced a Business Combination with Freedom Acquisition 1 Corp. on October 3, 2022. To learn more, visit: [www.completesolar.com/solaria](http://www.completesolar.com/solaria).

### **About Freedom**

Freedom is a blank check company, formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganisation or similar business combination with one or more businesses. Freedom is led by the Executive Chairman Tidjane Thiam, who previously served as CEO of Credit Suisse and Prudential. Senior management of Freedom also includes Chief Executive Officer Adam Gishen, and Edward Zeng, a proven entrepreneur with a strong track record of creating value for investors across financial services, technology and energy transition sectors. To learn more about Freedom, visit [www.freedomac1.com](http://www.freedomac1.com).

### **Important Information and Where to Find It**

This press release relates to proposed transactions involving Complete Solaria and Freedom. Freedom intends to file a registration statement (“Registration Statement”), which will include a proxy statement for the solicitation of Freedom shareholder approval and a prospectus for the offer and sale of Freedom securities in the proposed transaction with Complete Solaria, and other relevant documents with the Securities and Exchange Commission (the “SEC”) to be used at its extraordinary general meeting of shareholders to approve the proposed transaction with Complete Solaria. The proxy statement will be mailed to shareholders as of a record date to be established for voting on the proposed business combination between Freedom and Complete Solaria. INVESTORS AND SECURITY HOLDERS OF FREEDOM AND COMPLETE SOLARIA ARE URGED TO READ THE REGISTRATION STATEMENT, 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 PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of the Registration Statement, proxy statement, prospectus and other documents containing important information about Freedom and Complete Solaria once such documents are filed with the SEC, through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).

## **Participants in the Solicitation**

Freedom, Complete Solaria and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies of Freedom's shareholders in connection with the proposed business combination between Freedom and Complete Solaria. A list of the names of such directors and executive officers and information regarding their interests in the proposed business combination between Freedom and Complete Solaria will be contained in the proxy statement/prospectus pertaining to the proposed transaction when available at [www.sec.gov](http://www.sec.gov).

## **No Offer or Solicitation**

This press release shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed business combination between Freedom and Complete Solaria. This press release shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdictions in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering 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 an exemption therefrom.

## **Forward Looking Statements**

This communication may contain certain forward-looking statements within the meaning of the federal securities laws with respect to the referenced and proposed transactions. These forward-looking statements generally are identified by the words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "would," and similar expressions, but the absence of these words does not mean that a statement is not a forward-looking statement. Forward-looking statements are forecasts, predictions, projections and other statements about future events that are based on current expectations, hopes, beliefs, intentions, strategies 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 press release, including but not limited to: (i) the risk that the proposed business combination may not be completed in a timely manner or at all; (ii) the risk that the proposed business combination between Freedom and Complete Solaria may not be completed by Freedom's business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by Freedom; (iii) the failure to satisfy the conditions to the consummation of the proposed business combination; (iv) the effect of the announcement or pendency of the proposed business combination on Complete Solaria's business relationships, operating results, and business generally; (v) risks that the proposed business combination disrupts current plans and operations of the companies or diverts managements' attention from Complete Solaria's ongoing business operations and potential difficulties in employee retention as a result of the announcement and consummation of the proposed business combination; (vi) the outcome of any legal proceedings that may be instituted in connection with the proposed business combination; (vii) the ability to maintain the listing of Freedom's securities on a national securities exchange; (viii) the price of Freedom's securities may be volatile due to a variety of factors, including changes in the applicable competitive or regulatory landscapes, variations in operating performance across competitors, changes in laws and regulations affecting Freedom's or Complete Solaria's business, and changes in the combined capital structure; (ix) the ability to implement business plans, forecasts, and other expectations after the completion of the proposed business combination, and identify and realize additional opportunities; (x) the ability to recognize the anticipated benefits of the previously consummated Complete Solaria merger and the proposed business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its management and key employees; (xi) the evolution of the markets in which Complete Solaria will compete; (xii) the costs related to the previously consummated Complete Solaria merger and the proposed business combination; (xiii) any impact of the COVID-19 pandemic on Complete Solaria's business; and (xiv) Freedom and Complete Solaria's expectations regarding market opportunities.

The foregoing list of factors is not exhaustive. Readers should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of documents filed by Freedom from time to time with the SEC, including the Registration Statement, when available. Such 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 Freedom and Complete Solaria 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 Freedom nor Complete Solaria gives any assurance that any of them will achieve its expectations.

**Contacts:**

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