

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): February 21, 2024

**ALTERNUS CLEAN ENERGY, INC.**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of Incorporation)	<b>001-41306</b> (Commission File Number)	<b>87-1431377</b> (IRS Employer Identification Number)
<b>360 Kingsley Park Drive, Suite 250 Fort Mill, South Carolina</b> (Address of registrant's principal executive office)		<b>29715</b> (Zip code)
<b>(800) 581-1531</b> (Registrant's telephone number, including area code)		
<b>N/A</b> (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:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	ALCE	The Nasdaq Stock Market LLC

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

Emerging growth company

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

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

On February 21, 2024, Solis Bond Company Designated Activity Company (“**Solis**”), a company incorporated under the laws of Ireland and indirect wholly owned subsidiary of Alternus Clean Energy, Inc. (the “**Company**”) closed the sale of 100% of the share capital in Zonnepark Rilland B.V., a private limited liability company formed under the laws of the Netherlands (“**SPV**”) to Theia Investment (Netherlands) 1 B.V., a private limited liability company formed under the laws of the Netherlands (“**Theia**”) pursuant to a Share Purchase Agreement (the “**Rilland SPA**”) that was entered into on January 16, 2024 by and among Solis and Theia, which was previously disclosed in the Company’s Current Report on Form 8-K filed on January 16, 2024. In exchange, Theia paid to Solis a Purchase Price (as defined in the Rilland SPA) of approximately €6.5 million (approximately \$7 million).

The foregoing description of the Rilland SPA does not purport to be complete and is qualified in its entirety by reference to the complete text of the Rilland SPA, a copy of which was previously filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on January 16, 2024, and is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

On February 21, 2024, Alternus Energy Group plc (OSE: ALT), a majority stockholder of the Company, disclosed Solis’ sale of the Rilland SPV in a notice to the Euronext Growth Oslo stock exchange. A copy of the notice is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
10.1	<a href="#">Share Purchase Agreement, dated January 16, 2024 (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K (File No. 001-41306), filed with the Securities and Exchange Commission on January 16, 2024</a>
99.1	<a href="#">Euronext notice related to Rilland sale, dated February 21, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

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

Date: February 21, 2024

**ALTERNUS CLEAN ENERGY, INC.**

By: /s/ Vincent Browne

Name: Vincent Browne

Title: Chief Executive Officer and  
Chairman of the Board of Directors

**Affiliate Closes Sale of Netherlands**

Dublin, 21 February 2024

Reference is made to the press release issued by Alternus Energy Group Plc (OSE: ALT) (“AEG” or the “Company”) on 21 November 2023 and the Euronext notices issued on 28 December 2023 and 16 January 2024, regarding the planned sale of its operating solar projects in the Netherlands.

The Company is pleased to announce that Solis Bond Company DAC, an indirect wholly owned subsidiary of Alternus Clean Energy, Inc. (NASDAQ: ALCE) (“ALCE” or “Alternus”), a majority owned subsidiary of the Company, has closed the sale of 100% of the share capital in Zonnepark Rilland B.V. (“Rilland”) to Theia. The total remuneration consisting of the purchase price and the repayment of shareholder’s loans granted to Rilland is in line with what the Company previously announced on 21 November 2023 and will be used to pay down the Solis Bond.

EY acted as the sole Financial Advisor to the Company in this transaction.

About Alternus Energy Group (AEG):

AEG is a transatlantic clean energy independent power producer (IPP). We develop, install, own and operate utility scale solar parks in America and Europe. Our highly motivated and dynamic team at Alternus have achieved rapid growth in recent years. Building on this, our goal is to reach 3GW of operating projects within 5 years through continued organic development activities and targeted strategic opportunities. Our vision is to become a leading provider of 24/7 clean energy delivering a sustainable future of renewable power with people and planet in harmony.

AEG operates primarily through Alternus Clean Energy, Inc (Nasdaq: ALCE). AEG is listed on the Euronext Growth Oslo and headquartered in Ireland while Alternus Clean Energy, Inc. is listed on Nasdaq and headquartered in the US. They remain as two separate legal entities.

**For More Information:**

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